

6/29/89

RESOLUTION OF THE
BOSTON REDEVELOPMENT AUTHORITY
REGARDING BOSTON CROSSING DEVELOPMENT PLAN AND
DEVELOPMENT IMPACT PROJECT PLAN,
PLANNED DEVELOPMENT AREA NO. 32

1. THE ONGOING AUTHORITY APPROVAL PROCESS.

Boston Crossing Limited Partnership (the "Applicant") is seeking from the Boston Redevelopment Authority (the "Authority") and the Boston Zoning Commission (the "Commission") the approval of a Development Plan and a Development Impact Project Plan for Planned Development Area No. 32 (the "Development and DIP Plan") in connection with a proposed mixed-use development (the "Project") known as Boston Crossing to be located on an approximately 7.5 acre site in downtown Boston at the junction of Downtown Crossing within the Midtown Cultural District. The Applicant's Development and DIP Plan consists of 13 pages of text, plus attachments designated Exhibits A through G. The Development and DIP Plan includes a plan for public benefits consistent with the Midtown Cultural District Plan, as required by Section 38-14 of the Boston Zoning Code (the "Code"). The Applicant has also submitted to the Authority a "Draft Project Impact Report" ("DPIR") pursuant to Article 31 of the Code, a Development Impact Project Plan Agreement ("DIP Agreement") pursuant to Articles 26A and 26B of the Code, and a Cooperation Agreement. The DPIR includes the Project's Neighborhood Business Opportunities Plan as required by Section 38-18.3 of the Code, and a Transportation Component in

accordance with Article 31 of the Code. Although the DPIR, the DIP Agreement and the Cooperation Agreement are not part of the Development and DIP Plan, they provide additional information relating to the Project.

The DPIR constitutes the Applicant's application for development plan approval under Sections 3-1A and 38-10 of the Code, and the Applicant's application for Development Impact Project Plan approval under Articles 26A and 26B of the Code.

2. THE PROJECT SITE.

The Boston Crossing Project Site (the "Site") is located on an approximately 324,773 square foot site within Boston's Midtown Cultural District, extending from Summer Street on the north to Hayward Place on the south, and Washington Street on the west and Chauncy Street on the east and including a section of Avenue de Lafayette to be discontinued, as more particularly described in the Development and DIP Plan. The Site is within the PDA-II boundaries of the Midtown Cultural District as outlined in Article 38 of the Code, which establishes zoning regulations for the Midtown Cultural District. A portion of the site also lies within the Bedford-West Urban Project Renewal Area and is subject to the Bedford-West Urban Renewal Plan. Existing uses occupying the Boston Crossing Site include the Jordan Marsh department store, the Lafayette Place retail center, the Lafayette hotel, a 1024-car underground parking garage and a surface parking lot.

3. THE PROJECT.

(a) Program.

As described in the Development and DIP Plan, the Project will be a mixed-use development with approximately 1,425,000 square feet of retail, 1,450,000 square feet of office and an additional 700 to 900 subsurface parking spaces. Other uses on the Site will include proposed restaurants, museum space, day care and an athletic club. The existing Lafayette Hotel and parking garage are independently owned and operated facilities and will remain on the site, but are not part of the Project.

The Project will include a rebuilt Jordan Marsh department store at the northern end of the site that will tie into a rebuilt and enlarged Specialty Retail Center not to exceed six levels where the Lafayette Place Retail Center is now located. An office structure will be located above Jordan Marsh accessed via a street-level entrance on Summer Street and a second-level office lobby.

A five story, full-service department store, currently anticipated to be Bloomingdale's, will anchor the southern end of the site. The new additional 700-900 subsurface space parking garage will be located below this department store and a second office structure, designed to complement the proposed Commonwealth Center Project to be constructed on the west side of Washington Street, will be located above the department store.

The Authority finds that the program of uses of the Project provides a balanced mix of uses appropriate to the Project's location within the Midtown Cultural Area and that the Project is utilizing the planned development area process under Article 38 of the Code to accomplish the type of balanced, mixed-use development in the Midtown area envisioned by the Midtown Cultural District Plan.

(b) Design Requirements.

The specific design requirements for projects within the Midtown Cultural District are set forth in Section 38-19 of the Code. To the extent that projects within the Midtown Cultural District do not comply with Section 38-19 of the Code, exceptions must be obtained from the Board of Appeal.

The scale and massing of the Project have been designed to be consistent with the Midtown Cultural District Plan and zoning enacted under Article 38 of the Code. The Project recognizes and interacts with the essential characteristics of its surroundings while adding something new to the City's fabric. At the ground level the Project will be penetrable and accessible. A high frequency of retail entries and display windows along Washington, Summer and Chancy Streets will be added, with a particular focus on Washington Street.

The Development and DIP Plan indicates that an exception from the requirements of Section 38-19.2 of the Code for portions of the Project's street wall height along Washington, Summer and Chauncy Streets may be required. The street walls

along all sides of the Project will be consistent with the range of heights of the areas' commercial and retail buildings.

The office structure at the northern end of the Project will be approximately 478 feet in height above street level and the office structure at the southern end of the site will be approximately 406 feet in height above street level. The shafts of these structures will exhibit classical detailing that will resemble the regular horizontal and vertical organizing elements typical of commercial office buildings in the surrounding district. The towers will be set back as far as possible from the street walls of Washington and Summer Street. The Authority finds that, although the Development and DIP Plan indicates that exceptions for skyplane setbacks at the street wall height may be required, the setbacks provided will minimize shadow impacts, provide air and light exposure and prevent excessive wind conditions.

The floor plate areas for each tower will also require exceptions from the Board of Appeal. Section 38-19.4(b) establishes a maximum average floor plate above a height of 125 square feet of 22,500 square feet and a maximum single floor plate of 25,000 square feet, in each case measured above grade. The average floor plate of the north office tower above 125 feet will be approximately 22,500 square feet while the maximum single floor plate will be approximately 44,000 square feet. The average floor plate of the south tower above 125 feet will be approximately 22,500 square feet while the

maximum single floor plate will be approximately 31,000 square feet. The requirements are met for the north office structure and the south office structure if the height of 125 feet is measured from the top of the underlying department stores, thus taking into account the extraordinary contribution to be made to the Midtown District by a new department store and a renovated Jordan Marsh.

The Project will apply brick, granite, glazing and precast concrete building materials in a variety of colors that will be compatible with surrounding buildings. The Applicant will work with the Authority through the design review process to ensure that the architecture, signage, and street scape design are consistent with the vocabulary of Boston Crossing and the Midtown Cultural District.

The Authority finds that the Project and its massing are architecturally compatible with the surrounding area; and that the design, street wall continuity and height, display window areas, setbacks, floor plates and materials of the Project are coordinated to be consistent to those of the surrounding neighborhood; and that, provided that appropriate exceptions are obtained from the Board of Appeal, the Project will comply with the design requirements set forth in Section 38-19 of the Code.

4. THE PUBLIC REVIEW PROCESS AND EVOLUTION OF THE PROJECT.

The program and design of the Project have undergone an extensive public review process. The Development and DIP Plan includes a list of community meetings held to date. The Applicant has actively participated in the creation and refinement of the Midtown Cultural District Plan. The Applicant has met with the Authority, the Boston Transportation Department, the Midtown Cultural District Task Force and other local and state agencies to review and refine the elements of the Project to arrive at the best program of uses and package of benefits that would be consistent with the Midtown Cultural District Plan. The design, size and massing of the Project have been modified on numerous occasions in response to the needs of the Plan.

Numerous meetings have also been held with the Chinese Neighborhood Council of Business Leaders, the Chinese Consolidated Benevolent Association, the Chinese Neighborhood Council and other citizen and community groups to review the impacts of the Project on local neighborhoods and to maximize potential benefits. These meetings will continue as the design of the Project is further refined.

Article 31 of the Code sets forth detailed procedures for the Authority's review of the design and environmental impacts of large-scale downtown projects. In conformance with these procedures, the Applicant submitted a project notification form ("PNF") for the Project on October 4, 1988, and amended

it on January 23, 1989, and February 10, 1989. The Authority issued a Scoping Determination for the Project on April 11, 1989, based on the Authority's review of the PNF. The Scoping Determination, specified information to be developed and provided by the Applicant in its subsequent submissions. In response to the Scoping Determination, the Applicant submitted the DPIR to the Authority staff on May 12, 1989. A thirty day public comment period on the DPIR began on May 15, 1989 and closed on June 13, 1989.

Simultaneously with the Authority's review, the State Office of Environmental Affairs is conducting a public review of the environmental impacts of the Project pursuant to the Massachusetts Environmental Policy Act ("MEPA"). This review is being coordinated with the Authority's Article 31 review.

The design of the Project will be subject to continuing Authority review. The Authority has given its approval to the drawings listed on Exhibit A attached hereto, subject to the continuing design review process of the Authority as described in the Sale and Construction Agreement ("Sale and Construction Agreement") to be executed between the Authority and the applicant substantially in the form presented to this meeting. Following design review, all final drawings and specifications must be submitted to the Authority for a determination that they are consistent with the Development and DIP Plan. Such a determination may be made if the Authority finds that the final plans and specifications substantially comply with the essential elements of the Development and DIP Plan. In

addition, Section 31-15 of the Code requires that, prior to the issuance of any building permit for the Project, the Director of the Authority must determine that the Project complies with applicable provisions of Articles 26, 26A, 26B, 27, 28, 29, 30 and 31 of the Code.

The Authority finds that, as a result of the year-long process of public review, the continuing community review process, the ongoing design and environmental reviews under Article 31 of the Code and the Cooperation Agreement, and the ongoing review under MEPA, numerous changes have been made in the Project. The Authority further finds that, out of this public review, through the diligent and good faith cooperation of the Applicant, a Project has evolved that will greatly further the best interests of the City of Boston.

5. BLIGHTED AND DECADENT AREA.

The Hayward Place portion of the Site (between Washington Street, Avenue de Lafayette, Harrison Avenue Extension and Hayward Place) currently contains a parking lot, operated by Ameribass Realty Company under a short term lease with the City's Real Property Board. This area is an eye-sore and grossly underutilized. It is an unattractive parking lot which provides little or no benefit to the City.

Although the area south of the Site has been the subject of much real estate speculation, it is still dominated by vacant buildings and building shells, and in general unhealthy, unsanitary and unsafe conditions. Lafayette Place was launched in 1984 as a daring experiment that was

intended to act as a catalyst to the redevelopment of this area. Lafayette Place has failed in this regard. The heavy, fortress-like character of Lafayette Place walls this shopping center off from activity on the adjacent streets and fails to invite pedestrians into the center from the adjacent Downtown Crossing. Instead of acting as a link among various districts in the Midtown Area, the Lafayette Place project serves only as a barrier. The blight in this area has been reduced but is still a significant presence. In its initial Report and Decision for the Lafayette Place Chapter 121A Project in 1979, the Authority described the site as follows:

The size of the blighted area making up the Project site and the seriousness of the decay and of the depressed economic conditions, together with the decadent and substandard condition of adjacent properties, necessarily require a large-scale development effort to reduce the steady trend toward decay and to provide a sufficiently credible economic presence to encourage smaller scale private revitalization of salvageable neighborhood buildings and business.

The Lafayette Place development was not able to complete the job of reversing these conditions. The improvements provided to the Jordan Marsh store in the mid-1970's (also under Chapter 121A) were not enough to change the essentially blighted character area of lower Washington Street.

The unique ability of the Applicant to rebuild its Jordan Marsh store at one end of the Site, to develop a new department store at the other end and to provide a larger speciality retail center in between the two stores, together with major office components above, will cause the elimination

of the remaining blight and substandard conditions on the Site and, with nearby development, will be a major influence on the revitalization of lower Washington Street in Boston.

The Project will provide the major investment necessary to reverse the problems of Lafayette Place. Unlike Lafayette Place, it will feature links to streets on all sides, with numerous display windows, storefronts and public entrances. Pedestrians will be invited into the Project by an animated building facade intended to create a lively street environment.

The Authority finds that, if the Development and DIP Plan is not approved, the Hayward Place site will continue as a blighted, decadent and open area, the problems associated with the design of Lafayette Place will continue unremedied and the completion of the revitalization of the area south of the Site will be delayed.

6. CONSISTENCY OF PROJECT WITH MIDTOWN CULTURAL DISTRICT PLAN.

The Midtown Cultural District Plan and Article 38 of the Code were adopted to direct downtown development in a way that promotes balanced growth for Boston and maximizes the advantages and opportunities presented by the Midtown Area. The elements of the Project attempt to respond intelligently and creatively to the objectives of the Midtown Cultural District Plan. The Project is expected to have significant

impacts on the neighborhoods that comprise the Midtown Cultural District. The following discusses various impacts that are anticipated from the Project.

Revitalization of Midtown Area

The Boston Crossing Project will re-energize Lower Washington Street and help to revitalize the Midtown Cultural District. The Project will provide a mix of uses that will encourage a healthy interaction among several distinct neighborhoods including Chinatown, the Financial District, the Downtown Crossing Area and the Back Bay. The anticipated addition of a new major department store will help to restore Boston's historical identity as a major retailing center and will establish high quality retail vitality at a focal point of the Midtown Cultural District. The Project's mixed-use development program will direct the City's office economy by extending commercial uses to large, under-utilized parcels on the Bedford/Essex Corridor. This in turn will help to prevent over development of the Back Bay and Financial Districts.

The Pedestrian Environment

The Project is centrally located in downtown Boston, at the junction of Downtown Crossing within the Midtown Cultural District, one block east of the Boston Common, flanked by the Financial District to the east and the Chinatown Planning District to the south. According to the Midtown Cultural District Plan, each business day more than 300,000 people work, live, shop or visit the one square mile area which includes and surrounds the Midtown Cultural District.

According to the Project DPIR over 100,000 pedestrians per day pass by the shop fronts in the Downtown Crossing pedestrian zone.

The Project is designed to maximize entrances and connections to all surrounding districts. At the northwest corner of the Project, major entrances to Jordan Marsh will be rebuilt and enhanced by quality design and materials and by the addition of small shops entrances. An entrance on the northeast corner of the site at Summer Street and Chauncy Street will be easily accessible to pedestrians walking from the Financial District on Summer, Arch and Hawley Streets.

Major entrances to the department store on the southern end of the Site will be featured at Avenue de Lafayette, Washington Street and Avery Street and will provide a welcoming front door to pedestrians. Facilities at the Project end of the Chinatown MBTA station will be upgraded and other MBTA improvements will also be added.

The Project will feature an open circulation pattern that will reinforce the historic pattern of short blocks and narrow streets. New entrances will be aligned with and visible from West Street, Temple Place and Bedford Street to invite pedestrians into the center on all sides. Internal pedestrian passageways will be aligned with these entrances and will extend block-wide to form continuations of the street grid. Pedestrian access will extend on a north-south axis between Summer Street and Hayward Place and on an east-west axis through the proposed Bloomingdale's department store from

Avenue de Lafayette to Washington Street. The Applicant will grant easement rights to the City of Boston to assure the public's access to the principal ground floor pedestrian passageway areas for use during the normal retail hours that the respective facilities are open. These easements will be in substitution for the internal easements currently within the site as described in the Second Amendment to Deed and Agreement dated as of June 8, 1983 between the Applicant and the City of Boston and the Maintenance and Easement Agreement dated June 1, 1979 among Al-Jordon Realty Corp., Jordan Marsh Company, Lafayette Place Associates and the City of Boston, as amended. The porosity of the building at its ground floor level will also allow access from the east of the Project through to the historic Theatre District and Boston Common, reinforcing the link between Tremont Street and the Common with the Midtown area.

Arrangements will be made with existing tenants of the Lafayette Place Retail Center to allow for construction of the Project. While some tenants have elected to vacate the project, tenants who wish to remain on site will be accommodated. None of the tenants of Lafayette Place has street frontage and serves primarily local business or retailing needs. Consequently, the relocation of tenants of Lafayette Place will not have a significant impact on the street level pedestrian environment. The Authority finds that the existing uses of the Site do not include a store with street frontage primarily serving the local retail business

needs of residents of the neighborhood, a grocery store with street frontage, or a local eating place with street frontage, which will be directly or indirectly displaced by the Project.

Public Space

The Project's retail center has a vaulted skylight over the main entrance at West Street which leads to a ground elliptical interior civic space and then through to Chauncy Street. A second passageway, known as "Opera Way", will establish a two-story passage within the southern retail building between the corner of Avenue de Lafayette and Harrison Avenue Extension through to Washington Street across from the Opera House. Interior spaces will be open to the public during each facility's normal retail hours of operation. The Project is also proposed to include museum space and will include at least 4,000 square feet of day care space.

Housing

The Project is subject to the linkage requirements of Article 26A of the Code. The Applicant's linkage contribution, estimated to be approximately \$13,875,000, will be the largest contribution made to the City to date. In response to recommendations made to the Applicant by Chinatown community leaders and to the policy objectives set forth in the Chinatown Community Plan, the Applicant is proposing a housing creation option through which its linkage will be used

toward the creation of affordable housing units in Chinatown on Parcels A, B, and C, which are the first properties to be developed under the Chinatown Housing Improvement Program.

Jobs Contribution

Pursuant to Article 26B of the Code, the Applicant's jobs linkage contribution is estimated to be approximately \$2,775,000 million. The Applicant is proposing that a portion of its Jobs Linkage Grant be used to create job, language and pre-apprenticeship construction training programs, including the following:

- ° The establishment of a Retail Jobs Academy in conjunction with the Authority and the Office of Jobs and Community Services, to train entry-level retail workers. The Project is expected to generate approximately 4,000 positions in retailing.
- ° Funding and organization of English as a Second Language Programs in conjunction with the Chinatown Neighborhood Council Social Services Subcommittee.
- ° Funding for the Women in Building Trades pre-apprenticeship construction training program.

The Applicant's proposal for use of its Jobs Linkage Grant will be responsive to the needs of the surrounding community and will provide increased opportunities for job training for low and moderate income people and residents of the Chinatown/South Cove area consistent with the objectives of Section 26B 1.2 and the Midtown Cultural District Plan of the Code.

Employment Opportunities

The Project will create the need for approximately 6,750 new construction jobs and an estimated 9,000 new permanent jobs. These job opportunities will be particularly beneficial to local neighborhood residents who, because of their proximity, will be prime candidates for many of the jobs. The Applicant will be required to adopt a Boston Residents Construction Employment Plan for the Project consistent with the City of Boston standards and to formulate an Employment Opportunity Plan to encourage tenants of the Project to make available fifty percent of permanent employment opportunities to Boston residents, and at least thirty percent to minorities and fifty percent to women.

Consistent with Section 38-18.3 of the Code and the Midtown Cultural District Plan, the Applicant will work with a neighborhood-based broker to finalize and implement a Neighborhood Business Opportunities Plan targeted towards neighborhood businesses to ensure business opportunities within the Project. The details of the Applicant's Neighborhood Business Opportunities Plan are set forth in the DPIR. Pursuant to this Plan, the Applicant will work with the Chinatown Community to identify appropriate business and prospective start-ups which will fit into the Project. The Applicant will offer space to such businesses under terms and conditions comparable to those generally offered to other lessees of the Project. The Applicant's Leasing and Operation's staff will provide advice on business planning, merchandising, design, budgeting, staffing and financing to

these prospective start ups. The Cooperation Agreement (attached hereto as Exhibit B) contains appropriate covenants to ensure the Applicant's implementation of the Neighborhood Business Opportunities Plan. The Authority finds that the Applicant's proposal for a Neighborhood Business Opportunities Plan satisfies the requirements of Section 38-18.3 and will provide a valuable benefit to the Chinatown community and the Midtown Cultural District as a whole.

Bull Market Merchandising

A concept which has been tried and proven at Faneuil Hall marketplace is that of pushcart and "bullmarket" merchandising. Such a program would offer an economically attractive venture to a person wishing to enter the field of retailing. The carts would be rented on a monthly basis with minimal investment in fixtures and equipment.

Through this approach, small business entrepreneurs would not have to assume the financial risks involved when entering into a long-term lease agreement. The only capital investment that would be needed to undertake this type of business would be for the purchase of specialized inventory.

Boston Crossing will provide space for at least twenty pushcarts within the specialty retail center. The Applicant will purchase the carts and rent them to vendors on a monthly basis. The pushcarts will be located throughout the retail center. The leasing and operations staff of Boston Crossing will provide advice on business planning, merchandising, designing, signage, budgeting, staffing, and financing.

Cultural Facilities

Consistent with the Midtown Cultural District Plan and Section 38-14 of the Code, the Development and DIP Plan includes a Public Benefits Plan to provide for the addition of cultural facilities to the Midtown Cultural district. The Applicant will enter into a Cultural Facilities Agreement with the Boston Cultural Corporation, substantially in the form attached hereto as Exhibit C, which will outline the Applicant's commitment with respect to cultural facilities. As described in the Agreement, the Applicant proposes to construct two black box theaters to be located either within the Project or in a small, ladder block building in the Midtown Cultural District, preferably a building that is visible from Boston Crossing, which the Applicant would rehabilitate and alter for such purposes. The theater space would include ancillary spaces including green rooms, dressing rooms, storage, a service elevator, control booths, wardrobes, offices and restroom facilities.

The theater facility will be of a useful condition, size and type to contribute to the balance of cultural facilities responsive to the needs of the Midtown Cultural District. The Applicant would sell, lease or otherwise transfer the theaters to entities who would operate them pursuant to Article 38 of the Code.

The Cooperation Agreement (attached hereto as Exhibit B) contains appropriate covenants to ensure that the Applicant will continue to develop and implement its Public Benefits Plan and the Cultural Facilities Agreement in accordance with Section 38-14 of the Code.

Day Care Facilities

The Project proposes the creation of an innovative, developmental day care program that will support families working within the Project, and living in the City's neighborhoods. The Applicant will provide 12,000 square feet of day care space. At least 4,000 square feet of day care space will be located within the Project and the balance will be located within the Midtown District. The Project's day care program will serve office and retail employees, as well as families from nearby neighborhoods. The Authority finds that the Project's proposal for the creation of 12,000 square feet of day care space complies with the requirements of Section 38-18.4 of the Code and will be a valuable benefit to the Midtown Cultural District areas.

Transportation

In response to the Authority's Scoping Determination, the Applicant has undertaken a detailed study of the transportation network surrounding the Site and an assessment of the anticipated impacts of the Project. The DPIR indicates that the Project is expected to generate approximately 8,990 vehicle trips, 22,342 transit trips and 13,300 walk/other trips on an average weekday. The Transportation Component of

the DPIR describes the expected impacts of this increased flow of traffic on streets and at intersections surrounding the Project and recommends measures at several intersections to mitigate adverse impacts.

A substantial number of employees and shoppers at the Project will arrive on foot or on the MBTA. The Project will encourage T-ridership by upgrading existing stations at both ends of the Project. Facilities at the Project end of the Chinatown T-station, at the corner of Hayward Place and Washington Street, will be upgraded.

The Project will also include improvements to the heavily trafficked Downtown Crossing T-station which connects the Red Line, the Orange Line, and, via a concourse to Park Street, the Green Line. The Project's proposed improvements to the Downtown Crossing station will emphasize its central location in Boston's retail heart. By improving access between the Summer Street concourse and Jordan Marsh's basement-level retail space, the vitality of the department store and the Project's Speciality Retail Center will help animate the station and make it more secure. These improvements will also provide direct connections to the Project's department stores, specialty shops, and office building lobbies for riders of all three lines.

At the recommendation of the Authority and the Boston Transportation Department, the Applicant, in association with other area developers has taken initial steps in organizing a Transportation Management Association ("TMA") for the

Midtown/Downtown South area. The TMA will work with City and state agencies and with local community groups to analyze existing traffic patterns and to adopt appropriate strategies to improve the flow of traffic and to encourage more widespread use of public transportation.

The Applicant has demonstrated its willingness to work with the Authority and the City to arrive at the appropriate monitoring and mitigation program to minimize the adverse impacts from the Project on the transportation network.

Parking

The Project will add an additional 700-900 subsurface parking spaces in the neighborhood under the Hayward Place site. Using an underground connection to the existing 1,024 space garage under Lafayette Place along with redesigned entrance and exit ramps, the new garage will not require new curb cuts. The Project will utilize reversible lanes through its existing entrances at Chauncy Street and Avenue de Lafayette. By maintaining existing entrances, and through the use of the garage's existing prepay system, the Project will minimize impacts on surrounding streets and neighborhoods. The use of the garage can also be expanded for evening and weekend parking for nearby neighborhood or cultural uses. Discounted overnight parking for nearby Chinatown residents will also be made available.

Impact on Historic Resources

Since the Project is located on the current site of a department store, retail mall, hotel and parking lot, and the Project Site itself contains no historic buildings and is not located within a historic district, the Project will not directly alter or isolate from its surrounding environment any historic buildings or districts. The analysis of the impacts of the Project on historic resources has therefore appropriately concentrated upon potential impacts upon districts and buildings within the study area identified by the Authority in its Article 31 Scoping process. A detailed description of the impacts of the Project on surrounding historic districts and buildings is set forth in the DPIR.

A concern of the Authority's in reviewing new developments within the Midtown Cultural District is whether the proposed project will introduce any visual elements that are out of character with nearby historic buildings or districts. Along Washington, Summer and Chauncy Streets, the ground floor facades of the Project have been designed to respond to the character of surrounding historic buildings. Like these historic buildings the Project displays large expanses of windows, at regular intervals along the ground level. Multiple entry ways correspond to major pedestrian access routes where existing cross streets intersect with the Project. Access points in the ground floor plan have been designed to complement the historic pattern of the ladder block's short blocks and narrow streets. Special detailing on

the south retail component's facade at base level is compatible with detailing on theater facades across Washington Street.

Increased shadow on historic facades can be expected at the now vacant, southern end of the site where historic theaters face the proposed new department store. In addition, some added shadow on the upper portion of the Filene's facade may affect the ambience at Downtown Crossing, although this shadow will not be immediately apparent to pedestrians during much of the year.

The design of the new department store on the southern end of the site extends across Avenue de Lafayette in order to achieve the minimum ground floor area needed for the operation of a major department store. This will require the discontinuance of Avenue de Lafayette. The new department store will maintain a direct and visual pedestrian corridor through its store on line with the Opera House. This access way will be aligned with a major entrance to the new department store directly across Washington Street from the Opera House facade.

Fiscal Benefits

The economic benefits resulting from the Project are substantial and will affect the Midtown Cultural District and the City as a whole. The Project will reinforce the retail and cultural tradition of the Midtown Cultural District and will promote economic development in Chinatown. It will also provide the economic support necessary for the expansion of

Boston's office market to underutilized blocks in Midtown. The Midtown Cultural District, which links the Back Bay and the Financial District, is a prime location for office and retail expansion, as these two areas are no longer able to accommodate significant expansion at densities appropriate to Boston's urban neighborhoods.

Fiscal benefits from the Project will be also felt well beyond the boundaries of the Midtown Cultural District. The Project will generate an estimated \$11 million annually in increased property tax revenue. State payroll, sales and personal income tax revenues should also be enhanced by the Project. In addition, the Project should create substantial statewide indirect economic benefits resulting from the increased demand for materials used in constructing the Project.

Conclusion

The Authority finds that the Project responds to the objectives of Article 38 of the Code and the Midtown Cultural District Plan as set forth in Section 38-1 of the Code and to the needs of the communities that comprise the Midtown Cultural District. Specifically the Authority finds that the Project will provide a balanced mix of uses to the Midtown Cultural District and will promote balanced growth for Boston and help to prevent overdevelopment of the Financial District and Back Bay; that the Project will revitalize the Midtown area as a retailing center, and will encourage the revitalization of Midtown as the City's center for performing

and visual arts through its proposal to create new theaters and cultural facilities for the City's non-profit arts community; that the Project will protect the quality of life and provide for the expansion of the thriving Chinatown neighborhood through the creation of employment and business opportunities and the establishment of a healthy, mixed-use economic center adjacent to Chinatown to economically support such expansion; that the Project will preserve Boston's historic resources and open spaces by virtue of its historic, aesthetic and environmentally beneficial qualities; that through the creation of day care and cultural facilities, proposed improvements to the transportation network and T-stations, the addition of parking for use by local cultural activities and neighborhood residents, and the general enhancement of the pedestrian environment, the Project will provide new and expanded facilities for community services; and that through the economic revitalization of the Midtown area, the Project will encourage the creation of a new residential neighborhood downtown.

7. THE APPLICANT'S DEVELOPMENT AND DIP PLAN.

The Applicant's Development and DIP Plan constitutes both a Development Plan under Articles 3-1A and 38 of the Code and a Development Impact Project Plan under Articles 26A and 26B of the Project.

Section 3-1A and Article 38 of the Code establish procedures for the designation by the Authority of planned development areas. Sections 3-1A.a and 38-12 of the Code

require that a development plan be submitted to the Authority for approval. If the Authority approves the development plan, it must then transmit the development plan to the Commission for Commission approval, along with a request for a zoning map amendment designating the area as a planned development area.

A development plan must contain certain elements (the "Plan Criteria"). Under Section 3-1A.a, it must:

set forth the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the area, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, proposed dimensions of structures....

A development plan must establish limits of development to be permitted in a project area and insure the provision of certain public amenities.

After public hearing, the Authority may approve a development plan if it makes the following findings:

- (i) the development plan includes the Plan Criteria (Section 3-1A.a);
- (ii) the development plan conforms to the Midtown Cultural District Plan and the general plan for the City as a whole (Sections 3-1A.a and 38-12(b));
- (iii) the development plan is in substantial accord with the provisions of Section 38-12, 38-14 and 38-16 of the Code (Section 38-12);
- (iv) the proposed project described in the development plan is in substantial accord with the building height and FAR standards set forth in Section 38-11 of the Code and Table A of Article 38 of the Code (Section 38-12);
- (v) nothing in the development plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens including, without limitation, those factors identified in Sections 38-14 and 38-16 of the Code (Section 3-1A.a and 38-12).

Articles 26A and 36 set forth the procedures for approval by the Authority of a Development Impact Project Plan (DIP Plan"). The DIP Plan is required to contain the same information as the Plan Criteria required for a development plan under Section 3-1A.a of the Code with the addition of the projected number of employees for the Project. The Authority must also find that the DIP Plan conforms to the general plan for the City as a whole and that nothing in the DIP Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare. Since these findings are substantially the same as findings required for approval of a development plan, they are discussed together below.

(i) Plan Criteria.

The Applicant's Development and DIP Plan sets forth the proposed location and appearance of structures, open spaces and landscaping, proposed use of the Project Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures and all other information required by the Authority, and it includes information on the projected number of employees at the Project. The Authority finds that the Development and DIP Plan contains all of the Plan Criteria required by Section 3-1A.a and Article 38 of the Code and all of the information required by Articles 26A and 26B of the Code.

(ii) Conformity to the Midtown Cultural District Plan and the general plan for the City as a whole.

The stated purpose of Article 38 of the Code is "to establish the zoning regulations for the comprehensive plan for the Midtown Cultural District." Section 38-2 acknowledges that the Boston Zoning Commission recognizes the Midtown Cultural District Plan, adopted by the Authority on January 12, 1989, as amended from time to time, as the general plan for the Midtown Cultural District, and as the portion of the general plan for the City applicable to the Midtown Cultural District. As noted above, the Authority has found the Project to be consistent with the objectives of the Midtown Cultural District Plan. The Authority finds that the Development and DIP Plan conforms to the Midtown Cultural District Plan, and since the Midtown Cultural District Plan functions as the applicable portion of the general plan for the City as a whole, the Authority also finds, in accordance with Sections 3-1.A.a, 38-12(b) and 26A-3.1 of the Code, that the Development and DIP Plan conforms to the general plan for the City as a whole.

(iii) Substantial accord with the provisions of Sections 38-12, 38-14 and 38-16 of the Code.

WHEREAS, Section 38-12 of the Code sets forth the findings which must be made by the Authority after public hearing in approving a development plan. The findings required by Section 38-12 are set forth herein, and have been made by the Authority following the applicable public hearing.

Section 38-14 of the Code provides that the Authority may approve a development plan as meeting the requirements of Section 38-12 of the Code if the development plan proposes a plan for public benefits consistent with the Midtown Cultural District, including one or more of the following: (a) the development of a theater or other cultural facility, (b) the substantial rehabilitation of a Landmark, Historic Building or existing theater, or (c) the provision of Affordable Housing. As set forth above the Development and DIP Plan includes a Public Benefits Plan which sets forth a proposal for the development of a new theater or cultural facility which will be of useful condition, size and type to contribute to the balance of cultural facilities responsive to the needs of the Midtown Cultural District.

The Authority finds that the Applicant's Public Benefits Plan complies with the requirements of Section 38-14.1 of the Code. The Authority also finds that the Applicant's Development and DIP Plan and the Cooperation Agreement include sufficient evidence of the Applicant's commitment to lease or otherwise transfer such theaters for such use.

Section 38-16 of the Code requires that projects submitted for approval as part of an application for development plan approval under Section 38-10 of the Code must be in substantial accord with the General Design and Environmental Impact Standards described in Section 38-16. The purpose of these additional standards is to maintain and improve the quality of life in the Midtown area, with

particular regard to Chinatown, the Midtown Cultural District, Bay Village, the Boston Common and the Public Garden and Landmarks and Historic Buildings. Each specific Environmental Impact Standard of Section 38-16 is discussed below.

38-16.1. Shadow Criteria. As described in the DPIR, a shadow analysis was undertaken to determine the extent of shadows generated by the Project as compared to (a) shadows generated by existing conditions, or (b) shadows that would be cast by an as-of-right scheme. Generally, Section 38-16.1 requires that Projects be designed not to cast shadows for more than two hours from 8:00 a.m. through 2:30 p.m. on any day from March 21 through October 21 on any single Shadow Impact Area defined in Article 38 that would not be cast by existing conditions or the as-of-right scheme.

As detailed in the DPIR, although some new shadow which is not generated by existing conditions or the as-of-right alternative will be generated by the Project along Washington Street near the southern retail component, more sunlight is added by the Project at the heart to of the Downtown Crossing pedestrian zone than would be added by the as-of-right alternative. Shadow from the Project will be well within the specified criteria under Section 38-16.1. The Authority finds that the Project complies with the Shadow Criteria contained in Section 38-16.1 of the Code.

38-16.2. Wind. Section 38-16.2 and Table B thereto establish maximum ground level ambient wind speeds to be generated by proposed projects. The maximum allowed Effective Gust Velocity set forth in Table B is 31 MPH.

As described in the DPIR, pedestrian level wind velocities for the Project were assessed at forty-seven key locations near the Site for the no-build alternative and for the Project conditions. In general, the windiness of the Site was slightly lower for the Project conditions than for the no-build alternative. No points approached the maximum levels set out in Table B of Section 38-16.2 of the Code. The Authority finds that the Project complies with the requirements of Section 38-16.2 of the Code and Table B thereto.

38-16.3. Transportation Access. The Authority's Scoping Determination required that the Applicant submit a Transportation Access Plan as part of the DPIR. Section 38-16.3 requires that the Transportation Access Plan demonstrate that the location of the proposed Project with respect to vehicular access and circulation, and proximity to other transportation systems, is suitable for increased floor area. The Project must emphasize the use of mass transit and feasible measures to be undertaken to limit the impact of the Project on traffic congestion.

The Transportation Component of the Project DPIR satisfies the requirements for a Transportation Access Plan required by Section 38-16.3. The DPIR's Transportation

Component demonstrates that the location of the Project is ideal from the perspective of transportation. The existing street network provides access to and from the Site in all directions. The Site sits atop the intersection of two of the highest capacity subway lines in the MBTA system at the very center of the crossroads red and orange lines. Access to the green and blue lines is also only one block away. The Site is also adjacent to Downtown Crossing, the pedestrian zone in the heart of downtown's retail district.

The Transportation Component of the DPIR describes in detail the proposed improvements that the Project will make to the transportation network and the MBTA stations. The Authority finds that the Transportation Component of the DPIR satisfies the requirements of the Transportation Access Plan set forth in Section 38-16.3 of the Code.

38-16.4. Skyline Plan. Section 38-16.4 requires that the Project be generally consistent in height and form with the modified high spine/cluster skyline plan described in the text of the Midtown Cultural District Plan. The minimum distance between separate building elements of more than 155 feet in height must be 125 feet, and the Authority is to consider existing structures or future structures for which zoning relief or development plans have been approved.

The Project will add two tower elements at either end of the Site, the northern tower being approximately 478 feet in height and the southern tower being approximately 406 feet in height. Consistent with the Midtown Cultural District Plan,

the Jordan Marsh Tower on the northern end of the Site will serve as one of the District's place-setting landmarks in the context of its skyline image. The height of the northern tower will enhance its visibility and identity as a Midtown focal point. The tower on the southern end of the site is designed to be part of a cluster of three buildings in this location, comprised of the Project's tower and the two Commonwealth Center towers to be built on the west side of Washington Street. As the Midtown Cultural District Plan indicates, these towers will visually connect larger office buildings in the financial district with the commercial Back Bay while maintaining open air between tower clusters. The Authority finds that, although the Development and DIP Plan anticipates the need for an exception from the 125 foot separation of building elements requirement in Section 38-16.4 of the Code for the southern tower, examined in the context of the surrounding neighborhood buildings, the Project will be generally consistent with the objectives of the Midtown Cultural District's modified high spine/cluster skyline plan.

38-16.5. Landmarks and Buildings. Section 38-16.5 requires that the Project be designed and arranged so as to limit the reduction of light and air surrounding, and physical isolation of or intrusion on, Landmarks and Historic Buildings and to minimize shadow impacts on their facades.

As described in the DPIR, the construction of the Project's southern tower on a currently unimproved lot will necessarily have some shadow impact on historically

significant theaters and other buildings adjacent to the Site. There will also be some shadow impacts on the upper portions of the Filene's building. However, both of the Project's towers are set back as far as possible from the street wall of Washington and Summer Streets to minimize shadow impacts on Downtown Crossing and the Boston Common and to maximize air and sky exposure. The southern component of the Site will also include an at-grade internal pedestrian corridor that will align with a grand entrance across Washington Street from the Opera House facade. The Project will generally enhance the surrounding historic structures by re-energizing the street environment around those structures. The Project will not isolate any historical structures.

The Authority finds that, although there will be some impacts on historic buildings resulting from the Project, in general, the Project is designed and arranged to limit and minimize such impacts in accordance with Section 38-16.5 of the Code.

38-16.6. Enhancement of Pedestrian Environment. Section 38-16.6 requires that the projects being submitted for review as part of an application for development plan approval must enhance the pedestrian environment by a variety of specified means. As noted above, the Project will have a profound impact on the pedestrian environment in the area surrounding the Site. The Project will restore the historic street patterns surrounding the Site through the construction of exterior and interior passageways and through block corridors.

The Project will include improvements to MBTA stations and connecting corridors in the immediate vicinity of the Site. The Project proposes to revitalize the street level retail economy south into the Midtown Cultural District along Washington Street with active store fronts, entrances and display windows. The Authority finds that the Project will enhance the pedestrian environment as required by Section 36-14.6 of the Code.

38-16.7. Boston Civic Design Commission Review. Section 38-16.7 requires that the Project be submitted to the Boston Civic Design Commission ("BCDC") for review pursuant to the provisions of Article 28 of the Code. The Applicant submitted plans for the Project to BCDC on _____. Pursuant to Article 28 of the Code, BCDC has sixty days to review such plans and make recommendations to the Authority. As of this date, the Authority has received no recommendations from BCDC. The Authority finds that, provided a favorable recommendation, or no recommendation, is received from the Boston Civic Design Review Commission prior to the expiration of the Commission's review period, the Project will have complied with Section 38-16.7 of the Code.

The Authority finds that the Development and DIP Plan is in substantial accord with all of the General Design and Environmental Impact standards set forth in Section 38-16 of the Code. The Authority finds further that the Development and DIP Plan is in substantial accord with the provisions of Sections 38-12, 38-14 and 38-16 of the Code.

(iv) Substantial accord with the building height and FAR standards set forth in Section 38-11 of the Code and Table A of Article 38 of the Code.

WHEREAS, Section 38-11 in conjunction with Section 38-13 of the Code provides that Projects within the boundaries of PDA-II, shall by exception granted by the Board of Appeal, be in substantial accord with a maximum building height range of 155 to 400 feet and a maximum FAR range of 10 to 14.

The building heights of the Project, based on Section 2-1 of the Code, will be higher than the as-of-right building height of 155 feet set forth in Section 38-7 of the Code. The Project's northern tower component will be approximately 478 feet in height and the southern tower component will be approximately 406 feet in height (as height is defined in Section 2-1 of the Code).

A proposed amendment to Article 38 of the Code authorizes a single building within a PDA of more than three acres within PDA-II to have a height substantially in accord with a height of 465 feet. The proposed amendment to Article 38 also defines substantial accord with respect to building height as meaning that the last occupied floor of a proposed project shall not begin above the specified height limit for the applicable district or subdistrict. The Authority finds that the last occupied floor of the southern tower will not begin above 400 feet in height and is therefore in substantial accord (as defined in the proposed amendment) with the heights set forth in Table A of Article 38 and Section 38-11.2. The Authority finds further that the last occupied floor of the

Project's northern tower will not begin above 465 feet and therefore, provided that the amendment to Table A of Article 38 and Section 38-11.2(b) of the Code is adopted authorizing a single building within a PDA of more than three acres to have a height substantially in accord with a height of 465 feet, the northern tower is in substantial accord (as defined in the proposed amendment) with the heights set forth in Table A of Article 38, and Section 38-11.2(b) of the Code, as so amended.

The FAR for the Project, taking into account the floor area of the existing Lafayette Place Hotel is anticipated to be less than 10.5. Section 38-11 in conjunction with Section 38-13 of the Code, provides that projects within PDA-II may, by exception granted by the Board of Appeal, exceed the maximum FAR set forth in Section 38-7 of the Code, provided that the project is in substantial accord with a range of FAR's of 10 to 14. The FAR for the Project, taking into account the floor area of the existing Lafayette Place Hotel is anticipated to be less than 10.5. The Authority finds this anticipated FAR to be in substantial accord with the range of FARs of 10 to 14 established by Section 38-11 of the Code.

(v) On balance nothing injurious to the neighborhood or otherwise detrimental to the public welfare.

In the past, opponents of projects have contended that a development plan must be rejected if the project created a single adverse effect, even if that effect were outweighed by the project's benefits. The Authority rejected this rigid interpretation reasoning that the planned development area

provisions of the Code were intended to inject flexibility and encourage well planned large development projects. Section 38-12 of the Code has codified the Authority's approach by requiring a balancing of a project's possible adverse effects against the benefits to the neighborhood and the general public welfare.

The Project is centrally located in downtown Boston adjacent to Downtown Crossing within the Midtown Cultural District. It is one block east of Boston Common and is flanked by the Financial District to the east and the Chinatown Planning District to the south. The potential detriments and benefits of the Project to these neighborhoods are described in detail earlier in this document and in the Project DPIR.

The Authority finds that the Development and DIP Plan, the DPIR, and other documentation submitted to the Authority reflect numerous specific positive impacts and benefits to be provided by the Project. As cited earlier, these benefits include the revitalization of the Midtown area, improvements to the pedestrian environment, the creation of affordable housing and job opportunities, the construction of cultural and day care facilities, improvements to the transportation network and MBTA stations, and general fiscal benefits associated with the construction and operation of the Project. The Authority finds further that the Project will be beneficial to the Chinatown and surrounding areas because of the focus of many of the Project's benefits, such as

affordable housing and business opportunities programs in this area; and that the Project will also be beneficial to the Boston Common and Public Gardens by providing a link from the Financial District and areas east of the Project to these valuable public resource areas.

Although the Project will necessarily have the potential for some detrimental impacts such as increased shadow on nearby historic buildings and increased volume of traffic on area streets, the Project has been designed to minimize these impacts and the Applicant has proposed effective mitigating measures. While the Authority expects to continue working with the Applicant to finalize appropriate mitigating measures, the Authority finds that the possible detriments related to the Project are far exceeded by the many benefits of the Project.

Even if the area of impact were expanded to include other neighborhoods beyond the boundaries of the Midtown Cultural District, the Project's benefits outweigh its potential detriments. Many of the potential detrimental impacts of the Project, such as traffic impacts and shadow impacts on historic buildings, will not be felt in these more remote neighborhoods. However, the benefits of the Project, such as employment opportunities, the direction of commercial development into the Bedford/West area, and the revitalization of the Midtown area as a center for retail, entertainment and cultural activities, will be felt City-wide. The Authority

finds that even under an expanded definition of "neighborhood", the benefits of the Project far exceed the potential detriments.

The Authority finds, pursuant to Sections 3-1A.a, 38-12 and 26A-3.1 of the Code, that on balance nothing in the Development and DIP Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens, including without limitation, those factors identified in Sections 38-14 and 38-16 of the Code, which were discussed earlier.

8. ZONING RELIEF.

WHEREAS, pursuant to Section 38-13 of the Code, any proposed project within the Midtown Cultural District for which a development plan is approved must comply with all of the provisions of the Code, including those set forth in Article 38, unless exceptions to such provisions have been granted by the Board of Appeal in accordance with Article 6A of the Code and in accordance with a development plan approved by the Authority and by the Zoning Commission after public hearing. The Development and DIP Plan includes a description of exceptions that are currently anticipated for the Project. For projects within the Midtown Cultural District, the Board of Appeal may permit an exception for building heights or FARs exceeding the building heights or FARs set forth in Section 38-7 of the Code, only if it finds, in addition to all other

conditions required under Section 6A-3, that such an exception is in substantial accord with the building height and FAR set forth in Section 38-11 and Table A to Article 38 of the Code.

Section 38-11 and Table A of Article 38 of the Code establishes for projects within PDA-II a maximum building height range of one hundred fifty-five (155) feet to four hundred (400) feet, and FARs of ten (10) to fourteen (14). The Project's southern tower element is approximately 406 feet in height while the northern tower element is approximately 478 feet in height (as height is defined in Section 2-1 of the Code). Each of the towers sits atop a department store base of several stories. As previously discussed, the height of the northern tower would necessitate an amendment to Article 38 of the Code.

The FAR of the Project, taking into account the existing Lafayette Hotel, is anticipated to be no more than 10.5. The Authority finds that the FAR of the Project is in substantial accord with the range of FARs of 10 to 14 under Section 38-11 and Table A of Article 38 of the Code; and that, provided that the proposed amendment to Article 38 is adopted authorizing a single building within a PDA of more than three acres within PDA-II to have a height substantially in accord with a height of 465 feet, the height of the Project will be in substantial accord with the heights set forth in Article 38 as so amended; and therefore exceptions for building heights and FARs

exceeding the building heights and FARs set forth in Section 38-7 may be granted in accordance with Section 6A-3 of the Code.

The Authority finds further that the Development and DIP Plan sets forth exceptions that will be required for the Project and that the Authority should recommend to the Board of Appeal that these exceptions, and any other exceptions which in the discretion of the Director of the Authority are required for construction of the Project, be granted.

9. LINKAGE.

The Project is a Development Impact Project under Articles 26A and 26B of the Code. As required thereunder, the Applicant has submitted a Development Impact Project Agreement ("DIP Agreement") which will be executed by the Applicant, the Authority and the Neighborhood Housing Trust. Under the DIP Agreement, the Applicant shall be responsible for making a Development Impact Project Contribution (the "DIP Contribution") and a Jobs Contribution Grant (the "Jobs Contribution") with respect to the Project.

Pursuant to Article 26A of the Code, the DIP Contribution may be made at the Applicant's option by: (i) the payment by the Applicant of a sum of money, payable at times and in the manner and under conditions specified in the DIP Agreement (referred to in Section 26A-3 of the Code as the "Housing Contribution Grant"), (ii) by the creation of low and moderate income housing units at a cost equal to the amount of the Housing Contribution grant and under conditions specified in

the DIP Agreement (referred to in Section 26A-3 as the "Housing Creation Option"), or (iii) a combination of items (i) and (ii).

As previously discussed, the Project's anticipated DIP Contribution is estimated to be approximately \$13,875,000. Subject to applicable approvals of the Authority and the Neighborhood's Housing Trust, the Applicant is proposing to make its DIP Contribution in the form of the creation of affordable housing on Parcels A, B, and C in Chinatown. The Applicant has submitted a Housing Creation Proposal that describes this Housing Creation Option in more detail.

The DIP Agreement also sets forth the Applicant's obligation to make a Jobs Contribution in the manner and under conditions specified in Article 26B of the Code. The Project's anticipated Jobs Contribution is estimated to be approximately \$2,775,000. As previously outlined, subject to applicable approvals by the Authority and the Mayor's Office of Jobs and Community Services pursuant to Section 26B-3.c of the Code, the Applicant proposes to use a portion of its Jobs Contribution to create job training and other programs designed to improve employment opportunities. The Applicant shall submit a Jobs Creation Proposal that will describe in more detail its Jobs Creation Option pursuant to Section 26B-3.c.

The Authority finds that the DIP Agreement submitted by the Applicant adequately sets forth all of the Applicant's obligations pursuant to Articles 26A and 26B of the Code.

10. BEDFORD-WEST URBAN RENEWAL PLAN.

WHEREAS, the Urban Renewal Plan for the Bedford-West Urban Renewal Area, Project No. Mass. R-182, was adopted by the Boston Redevelopment Authority on February 8, 1973, and approved by the City Council on December 6, 1965. A portion of the Project Site lies within the Bedford-West Urban Renewal Area and is subject to the requirements of the Plan.

One of the stated objectives of the Plan is to encourage intensive new development so as to provide a stimulus for economic growth in the district as a whole.

Section 1201 of said Plan, entitled "Modification", provides in pertinent part that the Urban Renewal Plan may be modified at any time by the Authority where the proposed modification will not substantially change the Plan.

Section 602(B) of the Plan authorizes any combination of retail commercial, office and parking, but provides that within the purview of said section, the Authority may permit on any parcel such uses as are consistent with the objectives of the Urban Renewal Project.

Section 602(C)(2) requires for office and commercial uses four loading bays for the first 300,000 square feet of gross floor area plus one additional loading bay for each additional 150,000 square feet of gross floor area, and for retail and wholesale uses, five loading bays for the first 300,000 square feet of gross floor area, plus one additional loading bay for each additional 150,000 square feet of gross floor area. These loading bay requirements apply unless a developer or

owner can demonstrate to the satisfaction of the Authority that the off-street loading needs of the property will be met adequately in other ways, or that the lack of such loading facilities will not be detrimental to surrounding areas of the Urban Renewal Project. No loading bays will be constructed within the Urban Renewal Area; however, the Project will include up to seven new subsurface loading docks on the Hayward Place Parcel which will supplement the existing loading docks servicing Jordan Marsh.

Section 603 as modified provides for a maximum of 700 parking spaces if the adjacent Hayward Place garage is removed.

The Project will require modifications to the Bedford-West Urban Renewal Plan. The Project's uses including restaurants, day care, museum and athletic club uses, must be authorized. The lack of loading bays must be approved on the basis of the loading bays that will be including elsewhere in the Project. In addition, the maximum allowable parking spaces must be increased to accommodate the portion of the new parking garage beneath the Southern Retail Component that will occur within the boundaries of the Urban Renewal Area.

The Authority finds (i) that by accommodating the Project and its uses and program, these proposed changes to the Plan will further the objective of the Urban Renewal Plan to encourage intensive new development that will provide a stimulus for economic growth in the district and will aid in

reversing the economic decline of the older commercial sector of the City; and (ii) that the proposed changes will not substantially or materially alter or change the Plan.

An appropriate vote of the Authority authorizing these changes is attached.

11. CONCLUSION.

WHEREAS, the Authority gave due notice of a public hearing to be held at City Hall on June 15, 1989, to consider the Development and DIP Plan to determine the manner in which Articles 3-1A, 38, 26A and 26B of the Code should be applied to the Development and DIP Plan to consider the approval of certain conveyances to the Applicant and the recommendation of the final designation of the Applicant as developer for such parcels, and the approval of certain other documents including the Cooperation Agreement and DIP Agreement. At the public hearing, the Authority heard extensive testimony from approximately ____ witnesses. The Authority considered _____ exhibits submitted by the Applicant at the public hearing. The Authority also considered written comments from _____. The Authority closed the public hearing and the public record on this application on _____, 1989.

Without limiting the foregoing findings and determinations in this Resolution, the Authority makes the following summary findings:

The Authority finds that the program of uses of the Project provides a balanced mix of uses appropriate to the Project's location within the Midtown Cultural Area and that the Project is utilizing the planned development

area process under Article 38 of the Code to accomplish the type of balanced, mixed-use development in the Midtown area envisioned by the Midtown Cultural District Plan;

Although the Development and DIP Plan indicates that exceptions for skyplane setbacks may be required, the Authority finds that the towers will be set back as far as possible from the street walls of Washington and Summer Street and the setbacks provided will minimize shadow impacts, provide air and light exposure and prevent excessive wind conditions;

The Authority finds that the Project and its massing are architecturally compatible with the surrounding area, and the design, street wall continuity and height, display window areas, setbacks, floor plates and materials of the Project are coordinated to be consistent to those of the surrounding neighborhood; and, provided that the necessary exceptions from Section 38-19 of the Code and any other exceptions that may arise out of the further development of the design within the general parameters outlined by the Development and DIP Plan are obtained from the Board of Appeal, the Project will comply with the design requirements set forth in Section 36-19 of the Code;

The Authority finds that as a result of the year-long process of public review, the continuing community review process, the ongoing design and environmental reviews under Article 31 of the Code and the Cooperation Agreement, and the ongoing review under MEPA, numerous changes have been made in the Project; and, out of this public review, through the diligent and good faith cooperation of the Applicant, a Project has evolved that will greatly further the best interests of the City of Boston;

The Authority finds that if the Development and DIP Plan is not approved, the Hayward Place site will continue as a blighted, decadent and open area, the problems associated with the design of Lafayette Place will continue unremedied, the completion of the revitalization of the "Combat Zone" will be delayed;

The Authority finds that the existing uses of the Site do not include a store with street frontage primarily serving the local retail business needs of residents of the neighborhood, a grocery store with street frontage, or a local eating place with street with street frontage, which will be directly or indirectly displaced by the Project.

The Authority finds that the Applicant's proposal for a Neighborhood Business Opportunities Plan satisfies the requirements of Section 38-18.3 and will provide a valuable benefit to the Chinatown community and the Midtown Cultural District as a whole;

The Authority finds that the Project's proposal for the creation of 12,000 square feet of day care space complies with the requirements of Section 38-18.4 of the Code and will be a valuable benefit to the Midtown Cultural District areas;

The Authority finds that the Project responds to the objectives of Article 38 of the Code and the Midtown Cultural District Plan as set forth in Section 38-1 of the Code and to the needs of the communities that comprise the Midtown Cultural District;

The Authority finds that the Project will provide a balanced mix of uses to the Midtown Cultural District and will promote balanced growth for Boston and help to prevent overdevelopment of the Financial District and Back Bay; the Project will revitalize the Midtown area as a retailing center, and will encourage the revitalization of Midtown as the City's center for performing and visual arts through its proposal to create new theaters and cultural facilities for the City's non-profit arts community; the Project will protect the quality of life and provide for the expansion of the thriving Chinatown neighborhood through the creation of employment and business opportunities and the establishment of a healthy, mixed-use economic center adjacent to Chinatown to economically support such expansion; the Project will preserve Boston's historic resources and open spaces by virtue of its historic, aesthetic and environmentally beneficial qualities; through the creation of day care and cultural facilities, proposed improvements to the transportation network and T-stations, the addition of parking for use by local cultural activities and neighborhood residents, and the general enhancement of the pedestrian environment, the Project will provide new and expanded facilities for community services; and through the economic revitalization of the Midtown area, the Project will encourage the creation of a new residential neighborhood downtown;

The Authority finds that the Development and DIP Plan contains all of the Plan Criteria required by Section 3-1A.a and Article 38 of the Code and all of the information required by Articles 26A and 26B of the Code;

The Authority finds that the Development and DIP Plan conforms to the Midtown Cultural District Plan, and since the Midtown Cultural District Plan functions as the

applicable portion of the general plan for the City as a whole, the Development and DIP Plan also conforms to the general plan for the City as a whole;

The Authority finds that the Applicant's Public Benefits Plan complies with the requirements of Section 38-14.1 of the Code and the Applicant's Development and DIP Plan and the Cooperation Agreement include sufficient evidence of the Applicant's commitment to lease or otherwise transfer such theaters for such use;

The Authority finds that the Project complies with the Shadow Criteria contained in Section 38-16.1 of the Code;

The Authority finds that the Project complies with the requirements of Section 38-16.2 of the Code and Table B thereto;

The Authority finds that the Transportation Component of the DPIR satisfies the requirements of the Transportation Access Plan set forth in Section 38-16.3 of the Code;

The Authority finds that although there will be some impacts on historic buildings resulting from the Project, in general, the Project is designed and arranged to limit and minimize such impacts in accordance with Section 38-16.5 of the Code;

The Authority finds that the Project will enhance the pedestrian environment as required by Section 36-14.6 of the Code;

The Authority finds that provided a favorable recommendation, or no recommendation, is received from the Boston Civic Design Review Commission prior to the expiration of the Commission's review period, the Authority finds that the Project will have complied with Section 38-16.7 of the Code;

The Authority finds that the Development and DIP Plan is in substantial accord with all of the General Design and Environmental Impact standards set forth in Section 38-16 of the Code and is in substantial accord with the provisions of Sections 38-12, 38-14 and 38-16 of the Code;

The Authority finds that the last occupied floor of the southern tower will not begin above 400 feet in height and is therefore in substantial accord (as defined in the proposed amendment to Article 38 of the Boston Zoning Code) with the heights set forth in Table A of Article 38 and Section 38-11.2. The Authority finds

further that the last occupied floor of the Project's northern tower will not begin above 465 feet and therefore, provided that the amendment to Table A of Article 38 and Section 38-11.2(b) of the Code is adopted authorizing a single building within a PDA of more than three acres to have a height substantially in accord with a height of 465 feet, the northern tower is in substantial accord (as defined in the proposed amendment) with the heights set forth in Table A of Article 38 as amended, and Section 38-11.2(b) of the Code, as so amended.

The Authority finds that the anticipated FAR for the Project of 10.5 is in substantial accord with the range of FARs established by Section 38-11 of the Code;

The Authority finds that the Development and DIP Plan, the DPIR, and other documentation submitted to the Authority reflect numerous specific positive impacts and benefits to be provided by the Project including the revitalization of the Midtown area, improvements to the pedestrian environment, the creation of affordable housing and job opportunities, the construction of cultural and day care facilities, improvements to the transportation network and MBTA stations, and general fiscal benefits associated with the construction and operation of the Project;

The Authority finds that the Project will be beneficial to the Chinatown and surrounding areas because of the focus of many of the Project's benefits, such as affordable housing and business opportunities programs, in this area; and the Project will also be beneficial to the Boston Common and Public Gardens by providing a link from the Financial District and areas east of the Project to these valuable public resource areas;

The Authority finds that even under an expanded definition of "neighborhood", the benefits of the Project far exceed the potential detriments;

Pursuant to Sections 3-1A.a, 38-12 and 26A-3.1 of the Code, the Authority finds that on balance nothing in the Development and DIP Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens, including without limitation, those factors identified in Sections 38-14 and 38-16 of the Code;

The Authority finds that the FAR of the Project is in substantial accord with the range of FARs of 10 to 14 under Section 38-11 and Table A of Article 38 of the Code; and that, provided that the proposed amendment to Article 38 is adopted authorizing a single building

within a PDA of more than three acres within PDA-II to have a height substantially in accord with a height of 465 feet, the height of the Project will be in substantial accord with the heights set forth in Article 38 as so amended; and therefore exceptions for building heights and FARs exceeding the building heights and FARs set forth in Section 38-7 may be granted in accordance with Section 6A-3 of the Code.

The Authority finds that the Development and DIP Plan sets forth all of the exceptions that are currently anticipated to be required for the Project and the Authority should recommend to the Board of Appeal that these exceptions, and any other exceptions which in the discretion of the Director of the Authority are required for construction of the Project, be granted;

The Authority finds that the DIP Agreement submitted by the Applicant adequately sets forth all of the Applicant's obligations pursuant to Articles 26A and 26B of the Code; and

The Authority finds that the proposed changes to the Bedford-West Urban Renewal Plan required by the Project will further the objectives of the Plan, will aid in reversing the economic decline of the older commercial sector of the City, and will not substantially or materially alter or change the Plan.

Based upon the evidence received at the public hearing and the findings summarized above, the Authority finds and concludes that the Project is critically important to the revitalization of the Midtown Cultural District area; that the urban design elements of the Project are consistent with the Midtown context of the Site and comply with the objectives of the Midtown Cultural District Plan; that the Project will form an important link between the Tremont Street and Boston Common areas and the Midtown Cultural District; that the Project will provide a balanced mix of uses to the Midtown Cultural District and will promote balanced growth for Boston by directing development into underutilized parcels and helping

to prevent over development of the Financial District and Back Bay; that the Project will be especially beneficial to the nearby Chinatown community through its creation of affordable housing, job opportunities, and the economic revitalization of the Midtown area; and that the Project will aid the City financially by generating jobs, by helping to revitalize the Midtown area as a retailing and cultural center, and by providing Boston with a new source of real estate tax revenues and linkage funds.

Based upon all the evidence, the Authority further finds and concludes that the Project's Development and DIP Plan satisfies the requirements and otherwise complies with Articles 3-1A, 38, 26A and 26B.

Based upon all the evidence, the Authority finds and concludes that the Project's Development and DIP Plan "conforms to the general plan for the City as a whole."

Based upon all the evidence, the Authority weighs this Project's public benefits against the potential detriments and further finds and concludes that the Project's Development and DIP Plan is not "injurious to the neighborhood or otherwise detrimental to the public welfare."

12. RESOLVES.

THEREFORE, based upon all of the evidence, and upon the discussion and findings set forth in the forgoing Resolution, be it resolved that:

VOTED: That in connection with the Development Plan and the Development Impact Project Plan for Planned Development Area No. ____, presented at a public hearing duly held at the offices of the Boston Redevelopment Authority (the "Authority") on Thursday, June 15, 1989, and after consideration of

(a) the evidence presented at, and in connection with, the hearing, (b) matters discussed in a memorandum dated June 15, 1989, from the Authority's staff to the Authority, and (c) the findings of the Authority set forth above, which evidence, memorandum and findings are incorporated herein by reference, the Authority finds that said Development Plan and Development Impact Project Plan (1) conforms to the Midtown Cultural District plan and to the general plan for the City of Boston as a whole; (2) contains nothing that will be injurious to the neighborhood or otherwise detrimental to the public welfare, (3) does adequately and sufficiently satisfy all other criteria and specifications for a Planned Development Area subdistrict, as set forth in Section 3-1A, Article 38, and elsewhere in the Boston Zoning Code, as amended, and (4) does adequately and sufficiently satisfy all other criteria and specifications for a Development Impact Project Plan as set forth in Articles 26A and 26B of the Boston Zoning Code, as amended, and further

VOTED: That the Authority hereby finds that (1) the Development Plan and Development Project Impact Plan for Planned Development Area No. _____ is in substantial accord with the provisions of Sections 38-12, 38-14 and 38-16 of the Boston Zoning Code, as amended; and (2) the proposed project described in the Development Plan and Development Impact Project Plan is in substantial accord with the building height and FAR standards set forth in Section 38-11 and Table A to Article 38 of the Boston Zoning Code, as amended, and further

VOTED: That the Authority hereby finds that the project described by the Development Plan and Development Impact Project Plan for Planned Development Area No. _____, is located within PDA-II of the Midtown Cultural District; that such project complies with the requirements established in Section 38-18.4 of the Boston Zoning Code, as amended, with respect to the inclusion of day care facilities; and that such project is in substantial accord with the provisions of Article 38 and the Boston Zoning Code, as amended, as a whole, and further

VOTED: That the Authority hereby finds that the Development Plan and Development Impact Project Plan proposes a plan for public benefits, including the development of a theater or other cultural

facility, in accordance with the provisions of Section 38-14 of the Boston Zoning Code, as amended, and further

VOTED: That, pursuant to the provisions of Sections 3-1A, 38-12, and 26-3 of the Boston Zoning Code, as amended, the Authority hereby approves the Development Plan and the Development Impact Project Plan for Planned Development Area No. _____. Said Plans are embodied in a written document entitled "Development Plan and Development Impact Project Plan for Planned Development Area No. _____" dated June 15, 1989, consisting of 12 pages of text and tables plus attachments designated exhibits A through G; copies of said documents shall be filed in the Office of the Director of the Authority, and further

VOTED: The Authority hereby authorizes the Director of the Authority to petition the Boston Zoning Commission for its approval of said Development Plan and Development Impact Project Plan for Planned Development Area No. _____ and for a Planned Development Area subdistrict designation of the parcels of land which are the subject of the Development Plan and Development Impact Project Plan for Planned Development Area No. _____, and further

VOTED: That the Authority hereby authorizes the Director to execute, in the name and on behalf of the Authority, the Development Impact Project Agreement between Boston Crossing Limited Partnership and the Boston Redevelopment Authority in substantially the form attached hereto as Exhibit E, with such changes as the Director determines to be necessary or desirable, his execution thereof to be conclusive evidence of such determination. Copies of said document as executed shall be filed in the Offices of the Authority, and further

VOTED: The Authority hereby authorizes the Director to execute, in the name and on behalf of the Authority, a Cooperation Agreement among Boston Crossing Limited Partnership, the Boston Redevelopment Authority and the Boston Transportation Department, substantially in the form attached hereto as Exhibit B, with such changes as the Director determines to be necessary or desirable, his execution thereof to be conclusive evidence of such determination. Copies of said document as executed shall be filed in the Offices of the Authority, and further

VOTED: That the Authority hereby authorizes the Director to execute, in the name and on behalf of the Authority, a Cultural Facilities Agreement between Boston Crossing Limited Partnership and the Boston Cultural Corporation, or if the Boston Cultural Corporation is not effective or authorized to enter into such Agreement, the Authority, acting on behalf of the Boston Cultural Corporation, substantially in the form attached as Exhibit C, with such changes as the Director determines to be necessary or desirable, his execution thereof to be conclusive evidence of such determinations.

VOTED: That the Authority hereby authorizes the Director, in his discretion to certify in the name of the Authority (i) that the plans to be submitted to the Commissioner of the City of Boston Inspectional Service Department are in conformity with the approved Development Plan and Development Impact Project Plan for Planned Development Area No. _____ and (ii) that Boston Crossing Limited Partnership has entered into an agreement with the Boston Redevelopment Authority and the Neighborhood Housing Trust, for the purpose of securing a Development Impact Project Exaction and has otherwise complied with the Development Impact Project Requirements set forth in Sections 26A-3 and 26B-3 of the Boston Zoning Code, as amended, provided that, no certifications shall be made unless assurances reasonably satisfactory to the Director, are exhibited on the FPIR that the area of the Boston Common shaded beyond the two-hour limit described in Section 38-16.1 of the Boston Zoning Code does not exceed one acre for the class of projects described in Section 38-16.1, and further

VOTED: That the Authority hereby authorizes the Director to execute, in the name and on behalf of the Authority, such documents and to take such other actions as the Director shall deem appropriate, to allow for the development of the Project, and further

VOTED: That, in reference to petitions to be brought before the Board of Appeal by Boston Crossing Limited Partnership for conditional use permits and exceptions necessary for construction of the Project, the Boston Redevelopment Authority recommends approval of all exceptions described in the Development Plan and Development Impact Project Plan for Planned Development Area No. _____, and such other exceptions as may be appropriate to allow for development of the Project or to allow for the

imposition of measures deemed necessary and approved by the Director of the Authority to minimize any adverse environmental impacts, subject to the following provisos: (1) that the Zoning Commission will have adopted a map amendment designating the land as a Planned Development Area; (2) that the Project be subject to the Authority's development and design review approval; (3) that final design review approval shall not be granted prior to the execution of a Transportation Access Plan Agreement with the Boston Transportation Department, and a Boston Resident Construction Employment Plan, a Memorandum of Understanding, a First Source Agreement and other necessary agreements with the Mayor's Office of Jobs and Community Services; and (4) that final plans for the Project incorporate mitigation measures deemed necessary and approved by the Director of the Authority to minimize any adverse environmental impacts. The Authority hereby authorizes the Director, in his discretion, to certify to the Board of Appeal that the exceptions requested are in conformity and are consistent with the Development Plan and Development Impact Project Plan and, following commencement of construction, to certify in his discretion to the Commissioner of Inspectional Services that work within the Planned Development Area has been commenced and is diligently proceeding, and further

VOTED: That the Director be authorized to certify to the Commissioner of Inspectional Services within 30 days of receipt of one copy of each plan, drawing or specifications filed with the Commissioner in connection with a building permit application filed on the Proposed Project, that the Proposed Project complies with applicable provisions of Articles 26A, 26B, 30, 31, 38, and 28, but as to Article 28 only, the Director shall not so certify unless a favorable recommendation or no recommendation is received from the Boston Civic Design Commission, prior to the expiration of such Commission's sixty day review period, and further

VOTED: That the Authority hereby authorizes the Director, in his discretion, to execute, in the name and on behalf of the Authority, a Preliminary Adequacy Determination with respect to the Draft Project Impact Report for the Project, and a final Adequacy Determination with respect to the Final Project Impact Report for the Boston Crossing Project, upon completion of the review by the Authority of such

Draft and Final Project Impact Reports for the Boston Crossing Project pursuant to Sections 31-5.4 and 31-5.6 respectively of the Code, and further

VOTED: That the Authority recommends to the Real Property Board that a finding be made by the Real Property Board that the parcels (as defined below) are no longer required for the purposes of Chapter 474 of the Acts of 1946, as amended, and that the applicant be designated as the developer of the parcels.

VOTED: That the Authority hereby accepts the delegation and authorization to be made by the Public Facilities Commission to act as agent for and on behalf of such Commission to facilitate and implement the Project and to take any and all actions deemed necessary and appropriate to implement such Project including authority to negotiate and sign the Sale and Construction Agreement on behalf of the Public Facilities Commission, to implement the terms of the Sale and Construction Agreement on behalf of the Public Facilities Commission and to agree on behalf and in the name of the Public Facilities Commission on amendments to such Sale and Construction Agreement, to recommend final designation of a developer of the parcels to be conveyed pursuant to said Agreement and to exercise all powers and functions of the Public Facilities Commission with respect to the parcels to be conveyed following the delivery of the executed Sale and Construction Agreement and deeds, and further

VOTED: That the Authority hereby authorizes the Director to execute and to implement, in the name and on behalf of the Authority, a Sale and Construction Agreement among Boston Crossing Limited Partnership, the City of Boston, acting by and through the Public Facilities Commission, and the Boston Redevelopment Authority, substantially in the form attached hereto as Exhibit D, with such changes as the Director determines to be necessary or desirable, his execution thereof to be conclusive evidence of such determination. Said document shall be on file in the Offices of the Authority, and further

VOTED: That the Authority recommends to the City of Boston, acting by and through its Public Facilities Commission, the final designation of Boston Crossing Limited Partnership as developer of the parcels set forth below. Said designation is subject to compliance with the Designation

Conditions set forth in the attached Sale and Construction Agreement and the continued design review and approval of developer's plans by the Authority. The Authority further recommends the conveyance by the City, acting by and through its Public Facilities Commission, to Boston Crossing Limited Partnership or a permitted transferee of the Applicant as provided in the Sale and Construction Agreement, of the following parcels and interests (the "Parcels"), subject to the terms and conditions of the Sale and Construction Agreement: The Hayward Parcel, Avenue de Lafayette Parcel, the Cornice Parcel, and the Garage Interests and Retail Interests, all as more particularly described in the Sale and Construction Agreement, and further

VOTED: That the following votes and determinations with respect to the Bedford-West Urban Renewal Plan, as amended, be adopted:

1. That Section 603 of the Plan be amended to delete the portion of Section 603 that reads "Parking: Maximum 700 spaces if adjacent Hayward Place garage is removed" and to substitute in place thereof "Parking: Maximum 1100 spaces".

2. That the Project's retail, commercial, parking, restaurant, day care, museum and athletic facility, and any other uses allowed as of right or by exception under Article 38 of the Code, as amended, shall be permitted uses within the Bedford-West Urban Renewal Project Area and the Authority finds such uses to be consistent with the objectives of the Bedford-West Urban Renewal Plan.

3. That although no off-street loading bays are located within the boundaries of the Urban Renewal Project, the off-street loading needs of the Project will be met adequately in accordance with Section 602(B) of the Plan by the construction of seven new subsurface loading docks on the Hayward Parcel and by the existing loading docks on the Al-Jordan Parcel.

4. That these modifications are minor modifications which do not substantially or materially alter or change the Plan.

5. That these minor modifications will not result in significant damage to or impairment of the environment and further and that all

practicable and feasible means and measures have been taken and are being utilized to avoid and minimize damage to the environment.

6. That all other provisions of said Plan not inconsistent herewith be and hereby are continuing in full force and effect.

7. That the Plan has been reviewed by the Authority and has been found to conform to the objectives, plan and priorities established in the Workable Program for Community Improvement.

8. That the major land uses, major circulation system, and major public uses and facilities shown in the Plan conform to those in the general plan for the development of the locality as a whole.

9. The Authority hereby authorizes the Director to proclaim by certificate this minor modification of the Plan in accordance with the provisions of the Urban Renewal Handbook RHM 7207.1.

Doc. # 5194

M E M O R A N D U M

Taken Under Advisement: JUNE 15, 1989
JUNE 29, 1989

TO: BOSTON REDEVELOPMENT AUTHORITY AND
STEPHEN COYLE, DIRECTOR

FROM: WILLIAM D. WHITNEY, ASSISTANT DIRECTOR FOR
URBAN DESIGN AND DEVELOPMENT
KRISTEN MCCORMACK, DIRECTOR, MIDTOWN CULTURAL
DISTRICT DEVELOPMENT
NANCY TENTINDO, PROJECT MANAGER,
URBAN DESIGN AND DEVELOPMENT

SUBJECT: DEVELOPMENT PLAN AND DEVELOPMENT IMPACT PROJECT
PLAN FOR PLANNED DEVELOPMENT AREA FOR BOSTON
CROSSING

EXECUTIVE
SUMMARY:

This memorandum requests that with regard to a proposal to construct a mixed-use project in the Midtown Cultural District known as Boston Crossing that the Authority (1) approve a Development Plan and Development Impact Project Plan for a Planned Development Area pursuant to Articles 3-1A, 26A, 26B, and 38 of the Boston Zoning Code (the "Code"); (2) make findings with regard to the project's being in substantial accord with Article 38; (3) recommend approval of exceptions and conditional use permits pursuant to Article 38; (4) recommend to the City of Boston Public Facilities Commission the final designation of Boston Crossing Limited Partnership as developer of certain parcels of public land; (5) approve minor modifications to the Bedford-West Urban Renewal Plan (6) approve and authorize the Director to execute substantially in the forms appended hereto a Sale and Construction Agreement, Cooperation Agreement, Development Impact Project Agreement, Cultural Facilities Agreement and Chinatown Memorandum of Understanding conditioned upon the issuance of an Adequacy Determination under Article 31 of the Code, and further (7) authorize the Director to issue an Adequacy Determination pursuant to Section 31-5.6 of the Code.

June 29, 1989

Introduction

The Boston Crossing Limited Partnership, a Massachusetts limited partnership having Campeau Massachusetts, Inc. as its general partner (the "Applicant"), requests approval of Boston Crossing, an approximately 2.9 million square foot project including two new office buildings, new and redeveloped retail space, cultural and childcare facilities, and below-grade parking, located in the Midtown Cultural District.

On June 15, 1989, the Boston Redevelopment Authority ("BRA") held a public hearing on Boston Crossing. At that hearing, the Board voted to take the project under advisement, thereby allowing additional time for the public to comment and for the proponent to address outstanding community concerns. (Letters referring to Boston Crossing are attached in the accompanying binder.) More specifically, concerns related to certain urban design and open space questions were expressed by the Boston Society of Architects ("BSA"), the Greenspace Alliance and the Friends of the Public Garden and Common. Since the public hearing, the Applicant has evidenced significant progress in addressing these concerns.

Height/Floorplate

The Applicant is seeking approval of a project reflecting a reduction in the height of the southerly tower (located over Bloomingdale's) to approximate more closely the zoning guideline set forth in Article 38 of 400 feet. It is anticipated that the redesigned tower would be approximately 406 feet. In addition, the floorplate size of the southerly tower would be reduced so as to conform with Article 38 averaging 22,500 square feet, thus resulting in a slimmer tower. This necessitates a corresponding increase in height in the northerly tower (over Jordan Marsh) to approximately 478 feet. While the distribution of space would change, the total program would remain the same. A separate memorandum with a proposed Text Amendment is being submitted which recommends a measure that would authorize a building or portion thereof within A PDA of three or more acres within PDA-II to have a height substantially in accord with a height of 465 feet. The height of the northerly tower would comply with this measure.

Shadow

Updated shadow analysis of this revised scheme reveals that shadow remains within the one acre maximum required by Article 38.

June 29, 1989

Open Space

Concerns were expressed about the nature and extent of open space on the site. In response, the Applicant has hired an open space consultant to investigate opportunities for open space design and programming along Washington Street, particularly at the entrance to the project opposite West and Temple Streets. The Applicant has committed to continue to investigate open space alternatives in and around the project.

Development Program

The Boston Crossing proposed project (the "Proposed Project") includes approximately 2,952,000 square feet of new and redeveloped space including approximately 1,450,000 gross square feet of office space, approximately 1,425,000 gross square feet of retail space, both on-and off-site childcare centers, an athletic club, an art gallery, and an addition of 700 to 900 net new below-grade parking spaces. While the existing 413,000 Lafayette Hotel is not part of the project, the hotel site is part of the overall project site and thus its square footage is included for purposes of calculating FAR.

Jordan Marsh is proposed to be renovated and a new office tower built above it at the Summer/Chauncy Street corner to a height of 478 feet. Lafayette Place will be stripped to its steel structure and reconfigured along a cross-axial plane from Washington to Chauncy Streets instead of its present circular orientation. It will be built up to not more than six levels instead of its present three.

On the vacant Hayward Place lot and a portion of discontinued Avenue de Lafayette, a new 258,000 square foot department store, currently proposed to be a Bloomingdale's, is proposed with an office tower above to an aggregate height of approximately 406 feet. The existing 1024-car below-grade parking facility at Lafayette Place will be maintained, connecting to the new parking facility to be located under Bloomingdale's. The Lafayette Hotel which is independently owned will remain substantially unchanged. A Fact Sheet and site location map are attached.

Proposed Project Site

The Boston Crossing site is located within Boston's Midtown Cultural District and is bounded by Washington Street, Summer Street, Chauncy Street, Avenue de Lafayette, Harrison Avenue Extension, and Hayward Place.

June 29, 1989

The proposed Boston Crossing project will be built on the sites of the existing Jordan Marsh Department Store and Lafayette Place, parcels of 110,000 and 158,000 square feet, respectively; the 37,390 square foot Hayward Place parking lot, and a portion of Avenue de Lafayette to be discontinued. Total site area is 324,773 square feet (7.46 acres). The Boston Crossing project envisions using a 4,800 square feet portion of the Hayward Place site to widen Harrison Avenue Extension and Hayward Place at-grade.

Campeau Massachusetts, Inc. controls the site, having purchased the Jordan Marsh site in 1986, and having assumed control of Lafayette Place and Lafayette Place Associates' option on the Hayward Place site in early 1988.

Phasing

Boston Crossing is proposed to be built in three phases. Phase I includes construction of all of the Bloomingdale's garage and retail store and the westerly end of the Jordan Marsh store. Phase I could commence as early as spring 1990 and is estimated to be completed in 1992. Phase II is comprised of the new retail center and the easterly end of the Jordan Marsh store. Phase II is anticipated to commence in 1991 and take two years to build. Phase III is comprised of the office tower over Jordan Marsh and is anticipated to be commenced in 1993 and take two and one half years to build. Phase IV is comprised of the office tower over Bloomingdale's and will commence as dictated by market conditions for office space.

The Midtown Cultural District - Article 38

The Midtown Cultural District Plan was developed to guide the reemergence of Midtown Boston as a center of commerce, culture, and city life.

On January 12, 1989, the BRA adopted the Midtown Cultural District Plan (the "Plan") as the portion of the general plan for the city applying to the Midtown Cultural District. On March 6, 1989, the Boston Zoning Commission amended the Code to incorporate Article 38, governing the Midtown Cultural District. Pursuant to Article 38, the Proposed Project is located within the Midtown Cultural District in an area in which Planned Development Areas may be permitted. Specifically, the Proposed Project is located in PDA-II which has a maximum building height range of 155 to 400 feet measured to the top of the last occupied floor and FARs of 10 to 14.

June 29, 1989

The Proposed Project meets many of the objectives of the Midtown Cultural District Plan and substantially complies with Article 38.

o Height and Massing in Substantial Accord

The majority of the Boston Crossing project complies with the provisions of Article 38 that govern allowable building density and height. The Proposed Project is located in Planned Development Area II in which projects having heights of 155 to 400 feet and an FAR of 10 are allowed.

The Proposed Project has a height of 406 feet for its southerly tower. With respect to the northerly tower, which is now proposed at a height of 478 feet, a zoning amendment to Article 38 is required. The project's FAR is approximately 10.36. With the exception of the northerly tower, the Proposed Project is in substantial accord with the maximum building height and FAR standards allowed for projects within PDA II by Article 38. It is recommended therefore that exceptions for building height and FAR in substantial accord with Planned Development Area II height and FAR standards as set forth in Section 38-11 and Table A of Article 38 be granted.

o Ground Level Uses

The Proposed Project complies with Section 38-8 of the Midtown Zoning by providing active ground floor uses and daycare. The Proposed Project will have retail use on its entire ground level (as well as many upper levels) and approximately 6,000 square feet of daycare space on-site.

Pursuant to Section 38-8 of the Code, floor area devoted to retail uses on the ground floor or floor area entered from a sidewalk by stairs traversing less than one full level and on-site childcare qualify a project for increased FAR up to one ratio point provided these uses equal or exceed the Proposed Project's site area. It is recommended, therefore, that an exception over the maximum FAR of 10 be granted.

o Daycare

The Proposed Project meets the objective of the Plan to provide daycare facilities for the growing Midtown workforce thereby helping employers attract and retain qualified workers. Section 38-18.4 of the Midtown Zoning requires that any project having a gross floor area equal to or exceeding one million square feet devote at least 12,000 square feet to daycare facilities. Of

June 29, 1989

this, at least 4,000 square feet must be on-site. The Proposed Project complies with this requirement as approximately 6,000 square feet of space is proposed to be devoted to daycare within the project. The remainder is proposed to be in Midtown.

o Public Benefits

Article 38 requires that a Development Plan for a Planned Development Area propose a plan for public benefits consistent with the Midtown Cultural District Plan.

Developers of the Boston Crossing project have proposed an extensive public benefits package, including a wide variety of innovative programs.

Cultural Facilities (Article 38, Section 14):

It is proposed that the Development Plan for the Boston Crossing project include the development of two 199-seat black box theaters either in a renovated building in the Ladder Block district, presently anticipated to be located at 26 West Street or on-site. The theaters would be transferred to a designee of the City of Boston in accordance with Article 38. The building would include support spaces including a lobby, green rooms, dressing rooms, storage, a service elevator, control booths, wardrobes, offices, and restroom facilities.

Opportunities for Visual Artists; Artist/Architect Collaboration

In recognition of the City's goal to broaden the exposure of visual arts in the Midtown Cultural District, the Applicant will work with an artist/consultant to identify spaces suitable for public art within the project. The Applicant will also seek proposals from artists for the display or creation of public art in the project. Moreover, the developer will also work with local artists on streetscape improvements.

Housing Linkage (Article 26A):

The Applicant intends to elect to make its Housing Linkage contribution by means of the Housing Creation Option. The Applicant intends to pay the net present value of the Housing Linkage contribution in accordance with the Housing Creation Regulations. The Applicant will submit to the BRA, subject to approval of the Neighborhood Housing Trust, a Housing Creation Proposal for Parcels A, B, and C, formerly South Cove Urban Renewal Area Parcels R-3 and R-3A.

June 29, 1989

A critical component of the Midtown Cultural District Plan is the creation of 500 housing units in Chinatown for the Asian community. To achieve this goal, the Boston Redevelopment Authority has set aside all five of its properties located in Chinatown for the purpose of creating housing and supportive facilities. The first of these properties to be developed are Parcels A, B, and C.

R-3A Associates Limited Partnership, of which the Chinese Economic Development Corporation (CEDC) is the managing general partner, and the Asian Community Development Corporation (ACDC) were tentatively designated on September 24, 1988 by the BRA to develop Parcels A and B. Combined, the two projects will provide approximately 260 residential units, two-thirds of which will be affordable to low and moderate income residents of Chinatown. The Applicant intends to use its approximately \$14.2 million housing linkage funds to assist CEDC and ACDC in underwriting the development cost gap of the affordable units and a supportive community facility on Parcels A, B, and C.

Jobs Linkage (Article 26B):

The Jobs Contribution Grant for the Proposed project will be approximately \$2.8 million. Boston Crossing's jobs linkage program addresses the City's need to expand its economic base, diversify the neighborhood economy, and improve conditions and the status of the local labor economy.

o English as a Second Language (ESL)

A portion of Boston Crossing's linkage contribution is proposed to be used to institute ESL programs. The language barrier that exists, particularly among Asians, is a concern raised by the Chinatown community that needs to be addressed. The developers of Boston Crossing will work with the Chinatown Neighborhood Council Social Service sub-committee and local service providers to determine how to maximize the use of these funds to address this issue.

o Pre-Apprenticeship Construction Training Programs

The developers of Boston Crossing will propose to the Neighborhood Jobs Trust to use a portion of its Jobs Contribution Grant to fund the Women in the Building Trades, pre-apprenticeship program. By providing funds for pre-apprenticeship training, women interested in the construction industry will be able to learn more

June 29, 1989

about the field and develop skills that will enable them to actively participate in the development of Boston Crossing.

o Retail Jobs Academy

The developers of Boston Crossing will propose to the Neighborhood Jobs Trust to use a portion of its Jobs Contribution Grant to set up the City's first Retail Jobs Academy. The intent of the Retail Jobs Academy is to provide targeted residents with the skills necessary to obtain permanent jobs at all levels within the project. The project will generate approximately 4,000 entry level and management positions in retailing. Residents of Chinatown could be trained and recruited for these positions.

o Opportunities for Local Businesses (Article 38, Section 18)

o Affirmative Marketing Plan

The developers of Boston Crossing intend to work with Chinatown-based organizations to establish an affirmative marketing plan targeted towards neighborhood businesses. In addition, through the assistance of these organizations, the developer intends to reach out to the community through advertising and community forums to facilitate access to business opportunities within the Boston Crossing project.

The developers of Boston Crossing will work with Chinatown-based organizations in an attempt to identify appropriate businesses and prospective start-ups which will fit not only into the Boston Crossing merchandising plan, but prove to be successful ventures, both for the tenant owners and the landlord. Campeau's Leasing and Operations staff will provide advice on business planning, merchandising, design, budgeting, staffing and financing.

o Bullmarket Merchandising

A concept which has been tried and proven at Faneuil Hall Marketplace and could take advantage of the Boston Crossing project is that of pushcart and "bullmarket" merchandising. Boston Crossing will provide space for

June 29, 1989

at least twenty pushcarts within the specialty retail center. The developers of Boston Crossing will purchase the carts and rent them to vendors on a monthly basis. The monthly rental fee will include electricity and the pushcarts will be located throughout the retail center. The leasing and operations staff of Boston Crossing will provide advice on business planning, merchandising, designing, signage, budgeting, staffing, and financing.

o Transportation Improvements

Transportation improvements proposed by the Boston Crossing team include upgrading the existing Orange Line/Red Line Downtown Crossing MBTA station and the Chinatown Orange Line station at the corner of Hayward Place and Washington Street. A joint upgrading of the Downtown Crossing station with the nearby Kennedy's Department Store is also being proposed. In addition, it is intended that Boston Crossing's expanded parking facility can serve Chinatown residents and Midtown patrons.

The Boston Crossing development team proposes to accommodate existing westbound traffic demand in the area by widening both Harrison Avenue Extension and Hayward Place, and by eliminating the existing offset intersection of Hayward Place/Avery Street and Washington Street.

o Design (Article 38, Section 19)

The interior of the proposed project has been designed to conform with the objectives of the Midtown Cultural District Plan, allowing for easy access and circulation of pedestrians through internal passageways that extend the historic street grid. The main axis through the ground floor of the mall follows the former alignment of West Street from Washington to Chauncy Streets. Another major entry aligns with Temple Place. Corner entries at Washington and Summer Streets, Summer and Chauncy Street, Avenue de Lafayette and Harrison Extension, and Hayward Place and Washington Street are also employed with additional entries and pathways interconnecting throughout the project. Opera Way will be an internal walkway through Bloomingdale's, which replaces the Avenue de Lafayette connection. Multiple building entrances further reinforce the District Plan's objectives for preserving a flow-through nature for the shopping district.

Exterior treatment of the Jordan Marsh store on its lower levels will closely resemble the vernacular of the original Jordan Marsh store that was previously on the site. The use of corner entry

June 29, 1989

towers, high retail windows at the ground level, and large repetitive window openings framed by thin columns will be compatible with nearby historic retail facades.

The office tower above Jordan Marsh will be taller than the structures in the immediate vicinity and will be visible on the skyline as a sculptural element consistent with the Midtown District skyline plan. A deep setback from Washington and Summer Streets results in the appearance from street level of a tower which is one block away. The tower is designed to fit in stylistically with the surrounding commercial architecture through vertical articulation of facades, window treatment, and rich masonry detailing. Use of polychromatic brick, granite, and glass is consistent with the character of building materials of adjacent retail structures. The rooftop design will be a distinctive new element on the Boston skyline.

The specialty retail center that will connect Jordan Marsh with the planned Bloomingdale's provides active retail frontage along Washington Street, including numerous entries to individual stores and the internal streets of the center.

The retail center has a vaulted skylight over the main entrance at West Street, which leads to a grand elliptical civic space and then through to Chauncy Street. The entry will reflect the continuation of West Street and offer the opportunity for streetside pedestrian activity. Another skylit internal street extends north-south through the center. Bloomingdale's will occupy the southern end of the site, in the location of the existing surface parking lot. The building will have a department store on the first five floors and an office tower above.

A major design and activity focus is created at the southernmost end of the site where an octagonal structure signals arrival at the project. The octagonal corner tower accommodates the south office tower entry and parking access. A major corner entry to Bloomingdale's is on Washington Street adjacent to the octagon. On Hayward Street near Washington Street a new entrance to the Essex Street subway station on the Orange Line is provided.

The Bloomingdale's tower is set back from the streetwall towards the center of the site to maintain a lower scale on major retail streets and minimize shadow affects. The south office tower has been designed to be compatible with the two towers of the proposed Commonwealth Center development: one at the corner of Essex and Washington Streets, and the other at the corner of Avery and Washington Streets. The height of the southerly tower

June 29, 1989

has been reduced to 406 feet and its floorplates reduced so as to average of 22,500 square feet.

The architect will work with local artists to identify spaces within the project and the surrounding streetscape for public art.

Exceptions are being sought from certain dimensional requirements set forth in Sections 38-19 of the Code regarding street wall height, sky plane setbacks, maximum floor plates, and minimum distance between buildings as set forth in Exhibit D of the Development Plan.

o Parking

The Proposed Project includes a below-grade parking structure with the capacity to park between 700 to 900 spaces. The parking facility which will be open 24 hours a day will provide critical short-term parking for shoppers, businesses, and visitors in the area.

Conditional Use Permit

Under the Restricted Parking District, within which the Midtown Cultural District falls, and under Section 38-18.6 (d), parking is a conditional use. Therefore, it is recommended that a Conditional Use Permit be granted to allow for the construction of a parking garage with the capacity to park 700-900 cars.

Parking Freeze Permit and Exemptions

The Proposed Project is also located within the area subject to the Parking Freeze, a measure to minimize air pollution in the Boston Region under a plan required by the federal Clean Air Act. The Freeze applies to short-term commercial spaces where cars are parked for a fee. The Applicant will be required to apply for a Parking Freeze permit for all commercial spaces proposed except for those already reserved for this site, and for an exemption from the Freeze for any spaces devoted solely to tenants of the project.

o Development Review Requirements - Article 31

The Project is subject to the development review requirements of Article 31. The developer commenced the review process on October 4, 1988 with the filing of a Project Notification Form, which was later amended on January 23, 1989. The BRA issued a

K1/21.BDM

June 29, 1989

Scoping Determination on April 11, 1989. A Draft Project Impact Report was submitted May 12, 1989. It is requested herein that the Authority authorize the Director to issue the Adequacy Determination upon completion of the review by the Authority the DPIR and FPIR.

o Status of the Project Site:

Chapter 121A Agreements Governing Portions of the Site

The Jordan Marsh store and the Lafayette Place retail project were approved under Chapter 121A of the General Laws and Chapter 652 of the Acts of 1960. In order to undertake the Boston Crossing development, it is proposed that each of Al-Jordan Realty Corp. and Lafayette Place Associates (retail) Chapter 121A projects be terminated. These 121A projects would otherwise terminate under 121A in 1994 (Lafayette Place) and 2016 (Al-Jordan).

Bedford-West Urban Renewal Plan and Related Land Disposition Agreements

A portion of the project site lies within the Bedford-West Urban Renewal Area and is subject to the requirements of the Bedford-West Urban Renewal Plan.

It is anticipated that minor modifications to the Bedford-West Urban Renewal Plan will be required with respect to the Plan's parking, service and loading requirements. The proposed changes to the Plan required by the Project will further the objectives of the Plan and aid in reversing the economic decline of the older commercial sector of the City. Other or different minor modifications may be required as a result of project changes during the Article 31 process. It is not anticipated that any amendments will be required to the Land Disposition Agreement.

Final Designation

In order to construct the Proposed Project, certain parcels of public land are required to be included in the project site. These parcels include the Hayward Place site, a portion of Avenue de Lafayette to be discontinued, the so-called Cornice Parcel which consists of air space over the public ways surrounding the site extending 18 inches horizontally into those streets, and the Garage and Retail Interests as more fully described in the Sale and

June 29, 1989

Construction Agreement. Therefore, it is recommended that the Boston Crossing Limited Partnership be recommended to the City of Boston Public Facilities Commission to receive final designation as developer of certain public parcels as described in the Development Plan and Sale and Construction Agreement and that these parcels be conveyed to the Applicant subject to the terms and conditions outlined in the Sale and Construction Agreement.

Requested Actions

In order to complete the Proposed Project, the following actions are requested: (1) approval of a Development Plan and Development Impact Project Plan for a Planned Development Area pursuant to Articles 3-1A, 26A, 26B, and 38 of the Boston Zoning Code (the "Code"); (2) the adoption of findings with regard to the project's being in substantial accord with Article 38; (3) a recommendation of approval of exceptions and conditional use permits pursuant to Article 38; (4) a recommendation to the City of Boston Public Facilities Commission the final designation of Boston Crossing Limited Partnership as developer of certain parcels of public land; (5) approval of minor modifications to the Bedford-West Urban Renewal Plan (6) authorization for the Director to execute a Sale and Construction Agreement, Cooperation Agreement, Development Impact Project Agreement, Cultural Facilities Agreement, Chinatown Memorandum of Understanding and such other agreements as necessary to effect the objectives of the Plan, all conditioned on the issuance of an Adequacy Determination under Article 31 of the Code and further (7) authorization for the Director to issue an Adequacy Determination pursuant to Section 31-5.6 of the Code.

Conclusion

Final project approval would be contingent upon the issuance of the Adequacy Determination, the execution of any Cooperation Agreements pursuant to Article 31, the Boston Transportation Department's certification that a Transportation Access Plan Agreement has been executed, adherence to the Child Care Regulations as drafted by the Authority, and the Office of Jobs and Community Services' certification of compliance with requirements regarding a Boston Resident Construction Employment Plan, and a Memorandum of Understanding and First Source Agreement for the Voluntary Employment Plan and conformity with Section 38-16.1 of the Code respecting shadow impacts on the Boston Common.

June 29, 1989

Attached is a resolution of the Authority regarding the Boston Crossing Development Plan for a Planned Development Area. The resolution incorporates the extensive public and BRA review process and presents findings which conclude that the PDA for Boston Crossing satisfies the PDA Plan criteria as set forth in Sections 3-1A, 38, 26A, and 26B of the Code and that the Development and Development Impact Project Plan "conforms to the general plan for the city as a whole" and is not "injurious to the neighborhood or otherwise detrimental to the public welfare."

An appropriate vote follows:

VOTED: That the Authority hereby adopts the above-mentioned Resolution entitled "Resolution of the Boston Redevelopment Authority Regarding Boston Crossing Development Plan and Development Impact Project Plan, Planned Development Area No. 32," and dated June 29, 1989, consisting of 60 pages, and the Authority specifically adopts the findings incorporated therein, and specifically adopts the votes that are outlined on the final eight (8) pages of said Resolution; provided that, prior to execution of the Sale and Construction Agreement, the Applicant agrees to: (a) the execution of an agreement, in a form satisfactory to the Authority, to provide two 199-seat black box theaters, fully equipped to be functional for their intended uses, including necessary support facilities, in accordance with Article 38 of the Boston Zoning Code; (b) the satisfaction of certain policies which concern childcare services, the Applicant's Jobs Contribution, Neighborhood Business Opportunities, parking, community space, and job training and placement, as adopted by the Authority, substantially in the form attached hereto and in a final form satisfactory to the Director; (c) the execution of all legal agreements with the Authority, referred to in the votes contained herein, in a form satisfactory to the Director; and (d) the approval by the Authority Board and the Mayor of an amendment to the Report and Decision on the Lafayette Place Mall terminating 121A status for the Lafayette Place Project and its designated 121A entity, Lafayette Place Associates.

CAMPEAU

MASSACHUSETTS, INC.

SUITE 3-300, ONE AVENUE DE LAFAYETTE, BOSTON, MASSACHUSETTS 02111 (617) 542-7373

BOSTON CROSSING FACT SHEET

PROGRAM

1. Project Benefits

- 2 -199 seat black-box theatres and support facilities
- Day-care - 12,000 sf
- Streetscape improvements and sidewalk widening
- Over \$1 billion in annual business activity downtown
- Linkage: approx. \$15,000,000 for affordable housing
approx. \$ 3,000,000 for retail, and construction jobs
training and English as a Second Language Program
- Widening of Hayward Place and Harrison Ave. to accommodate
westbound traffic
- Neighborhood business opportunities
- Sewer system improvements

2. Department Stores

- o Bloomingdale's - 250,000 sf; five levels + basement;
 - Entrances: Washington Street, Avenue de Lafayette, Hayward Place;
access from five levels of specialty center; direct
access from T & parking garage, office building
 - Grand opening target: August, 1992
- o Jordan Marsh - 450,000 sf; six levels + basement
 - Entrances: Washington, Summer & Chauncy Streets; access from
five levels of specialty center, Downtown Crossing
T-station, and office building
 - Service access: existing off Chauncy

3. Boston Crossing Specialty Center

- Storefronts facing Washington Street
- 694,500 sf of retail on six levels
- Cross-axial, six-story, skylit atrium connecting
Jordan Marsh and Bloomingdale's
- Entrances: Chauncy Street, Washington Street

4. Office Buildings - 1,450,000 sf

- 609,400 sf, 30-story, Class A building over Bloomingdale's;
opening target: 1995
- 840,600 sf, 36-story, Class A building over Jordan Marsh;
opening target: 1993

5. Parking - 1,024 spaces existing under Lafayette Place

- 1,000 additional spaces proposed under Bloomingdale's
Opening target: 1991

6. Hotel (existing)

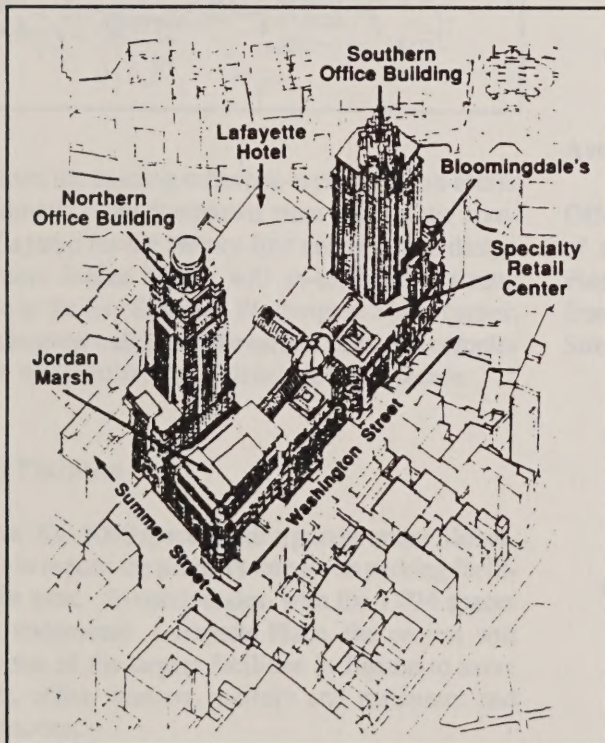
- 500-room Lafayette Hotel

29 June 1989

PROJECT HIGHLIGHTS

Specialty Retail Center Lafayette Place

Redesign of what many consider a failed experiment in urban design. The new specialty retail center at Boston Crossing which connects Jordan Marsh to Bloomingdale's will feature an open circulation plan that reinforces the historic pattern of short blocks and narrow streets. The retail center will create an inviting urban space that will extend pedestrian activity and complete the replacement of the combat zone.



Bloomingdale's



Addition of the first (and perhaps only) major flagship department store to the downtown area in this century. Bloomingdale's will transform the corner of Avery and Washington Streets into a lively mixed-use activity area. The Bloomingdale's tradition of dramatic merchandising will go far in making this area a focal point of the Midtown Cultural District.

Jordan Marsh



Reconstruct the existing suburban-style store to a center city landmark. The downtown store will be the company's flagship for the twenty-first century. The design of the new Jordan Marsh will re-establish a strong presence at the key Summer-Washington Street corner, restore the streetwall lost in the early sixties, and complement the spectacular Wm. Filene's & Son's facade.

Parking Facilities

Add a new 700-1000 space parking garage under Bloomingdale's to reduce the project's impact on parking facilities in the area. In combination with the 1,024 spaces existing underneath Lafayette Place, the project will provide one of the largest facilities in Boston to serve shoppers, office workers, visitors and restaurant and theater patrons.

Consistency with Established Guidelines

Provides a balanced mix of uses - a critical component to the Midtown Cultural District Plan.

Development Program

Office	1,449,500
Retail	1,425,500
Hotel*	413,000
Day Care	12,000
Athletic Club	55,000
Gallery/Museum	10,000
Parking	

Total 3,365,000

*Existing hotel is not part of proposed Boston Crossing, but is included in FAR calculation.

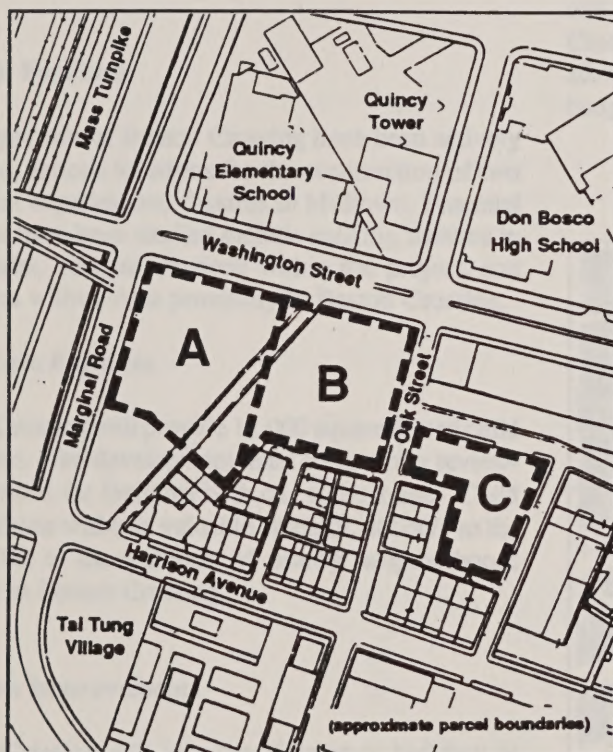
Avoid Overbuilding

Offers a full program of benefits with the lowest density of any recent downtown project. Boston Crossing's Floor Area Ratio (FAR) of 9.36 compares with a range from 12 (125 High Street) to 16.5 (75-101 Federal Street).

Project	FAR
75-101 Federal	16.5
125 Summer	14.5
101 Arch	12.9
99 Summer	12.6
75 State	12.25
125 High	12.0
73 Tremont	11.67

Chinatown Housing

Boston Crossing's linkage contribution of approximately \$15 million will be the largest contribution made to the city to date. Through the Housing Creation Option, the funds will provide an opportunity for the creation of affordable housing in Chinatown on Parcel R3/R3A, also known as Parcels A and B.



Chinatown Community Center - Parcel C

The Boston Crossing team is proposing that the Boston Redevelopment Authority approve the use of a portion of its housing linkage contribution (if available after the development of Parcels A and B), to develop a community center on Parcel C. The center could serve the residents of the newly created housing as well as the current residents of Chinatown.

Retail Jobs Academy

Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its jobs linkage funds be used to establish a program to train entry-level retail workers. Boston Crossing will work together with the Human Resource Department of Jordan Marsh, and locally based service providers to develop a curriculum for a retail training academy. Boston Crossing will generate over 11,000 entry-level and management jobs, 4,000 of which will be positions in retail. Residents of nearby neighborhoods will be trained and recruited for these positions.

English as a Second Language (ESL)

Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its jobs linkage be used to fund English as a Second Language programs for the Asian Community. The establishment of an ESL program will better equip the Asian community to address the language barriers that face them. While language training is critical for the economic advancement of this population, the ESL programs that exist are oversubscribed and the availability of instructors is limited. The developers of Boston Crossing are currently working with the Chinatown Neighborhood Council Social Services Subcommittee and local service providers to determine how to maximize effectiveness of these funds and to place the graduates with better jobs.

Bilingual Recruitment Program

The personnel department and human resource department at Jordan Marsh are identifying jobs where a strong command of English is not essential. They are reviewing the strategy of hiring bilingual supervisors in order to offer such jobs to neighborhood residents.

Construction Training Programs

Boston Crossing will propose to the Neighborhood Jobs Trust that a portion of its jobs linkage be used to fund Construction Training Programs. By providing funds for pre-apprenticeship training, Boston residents interested in the construction industry will be able to learn more about the field and develop skills that will enable them to actively participate in the construction of Boston Crossing. The project will provide over 3,000 direct construction jobs and generate payroll in excess of \$160 million.

Cultural Facilities

The proponents of Boston Crossing have been actively exploring various locations for the construction of two black-box experimental theatres in Midtown. Potential sites that have been studied include existing theatres in the District, various locations within the project, and properties within close proximity to Boston Crossing.

Child Care Facilities

Boston Crossing will provide 12,000 square feet of child care space. The development team is currently reviewing locations for facilities both on- and off-site. Child care facilities will be a valuable amenity, not only to the project but to the residents of nearby neighborhoods working at Boston Crossing.

T-Station Improvements

Boston Crossing will join the Kennedy's building in upgrading and managing the Downtown Crossing station. Bloomingdale's will add a new entrance to the Chinatown station at the corner of Hayward Place and Washington Street.

Neighborhood Business Opportunities

Boston Crossing will work with a neighborhood-based broker to establish an affirmative marketing plan targeted towards neighborhood businesses to ensure access to business opportunities within its project.

Boston Crossing will work together with the Chinatown community and the Business and Cultural sub-committee of the Chinatown Neighborhood Council to identify appropriate businesses and prospective start-ups which will fit the Boston Crossing merchandising plan. Boston Crossing's Leasing and Operations staff will provide advice on business planning, merchandising, design, budgeting, staffing, and financing.



Bull Market Merchandising

Boston Crossing will provide space for at least twenty pushcarts within the Specialty Retail Center. The developers of Boston Crossing will purchase the carts and rent them to vendors on a monthly basis. The pushcart program will provide opportunities for prospective retailers and craftspeople to try entrepreneurial concepts at minimal investments.

Boston Resident Construction Employment Plan

The development team will structure a hiring plan that aims to achieve at least 50% of the Boston Crossing job's for Boston residents, 25% for minorities, and 10% for women during the construction of the project.

Boston Residents Voluntary Employment Plan

Upon completion of the project, the Boston Crossing development team will encourage tenants to make avail-

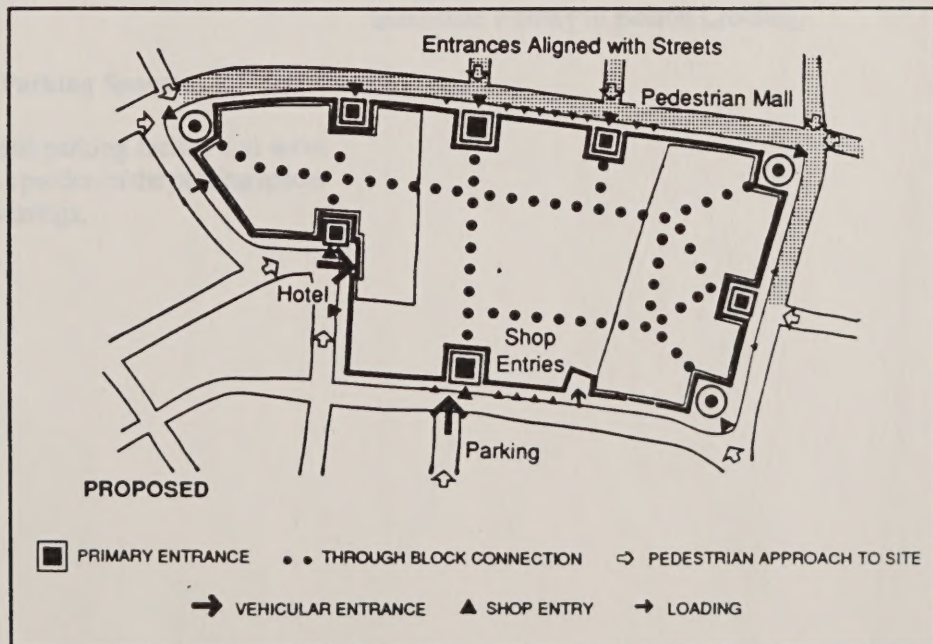
able 50% of employment opportunities created by the project to Boston residents, at least 30% to minorities and at least 50% to women. Nearby residents will be especially sought for their increased job loyalty and reduced impact on transportation systems. Chinatown is the nearest residential neighborhood to Boston Crossing.

Eliminate Lafayette Place's Fortress-like Grey Brick Facade

Windows, doors, and other human-scale elements will replace Lafayette Place's forbidding facade, creating a lively street environment.

Re-establish Pedestrian Pathways

Boston Crossing will feature thirteen pedestrian entrances, and through-block connections at frequent intervals. The pedestrian pathways complement the historic pattern of the Ladder Blocks and narrow streets.



Activate Chauncy Street

Chauncy Street shop-fronts and visible escalators will connect the pedestrian entrance to the main level and the access to Washington Street above. Jordan Marsh will add a Chauncy Street entrance.

Replace Shops along Washington Street

As many as eight shops will reactivate and animate the pedestrian environment.

Extend Washington Street Pedestrian Zone

Boston Crossing will extend Downtown Crossing's uniquely successful street-level activity four blocks south on Washington Street into the Midtown Cultural District.

Highlight the Opera House Facade

A major entrance to Bloomingdale's will celebrate the Opera House facade and will attract thousands of pedestrians each day.

Neighborhood Evening Parking Spaces

Boston Crossing's expanded parking facility can serve Chinatown residents with a portion of the parking spaces at reduced rates during evenings.

Relieve Westbound Traffic in Chinatown

Boston Crossing's engineers are working with area developers and the Boston Transportation Department to improve the flow of westbound traffic by widening Hayward Place and Harrison Avenue Extension.

Traffic Management Association

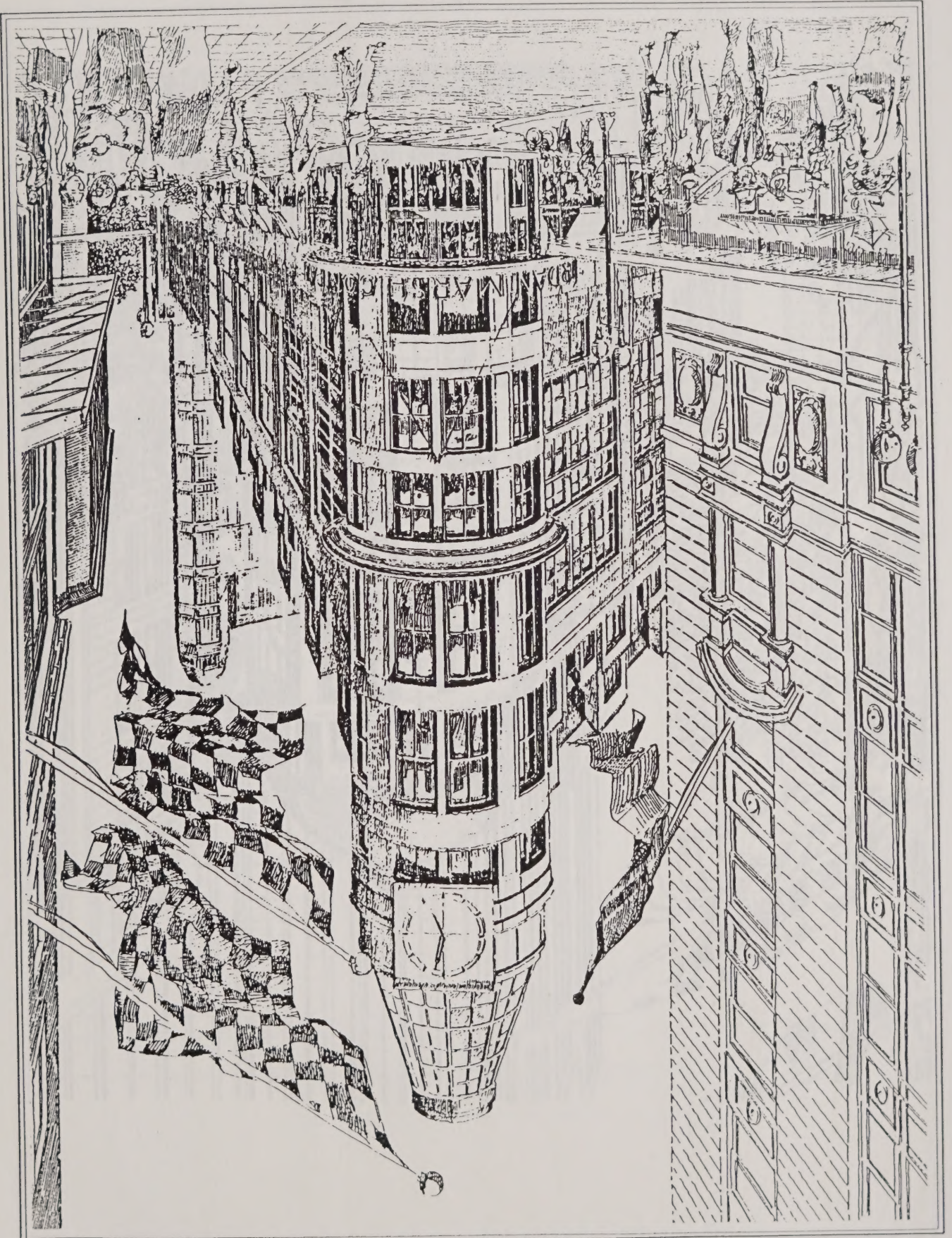
Boston Crossing's developers are working toward establishing a Transportation Management Association for the Midtown/Downtown/South Station area. This group will work to improve vehicular and pedestrian traffic in the area, reduce traffic congestion; minimize vehicular impact on air quality and ensure effective utilization of parking opportunities in the area.

Infrastructure Improvements

Developers of Boston Crossing will upgrade and modernize the existing sanitary and storm drainage system. In addition, the project proponent is considering the upgrade of the Boston Water and Sewer Commission's water distribution system to allow for the separation of domestic service from the fire service for buildings in the immediate vicinity of Boston Crossing.

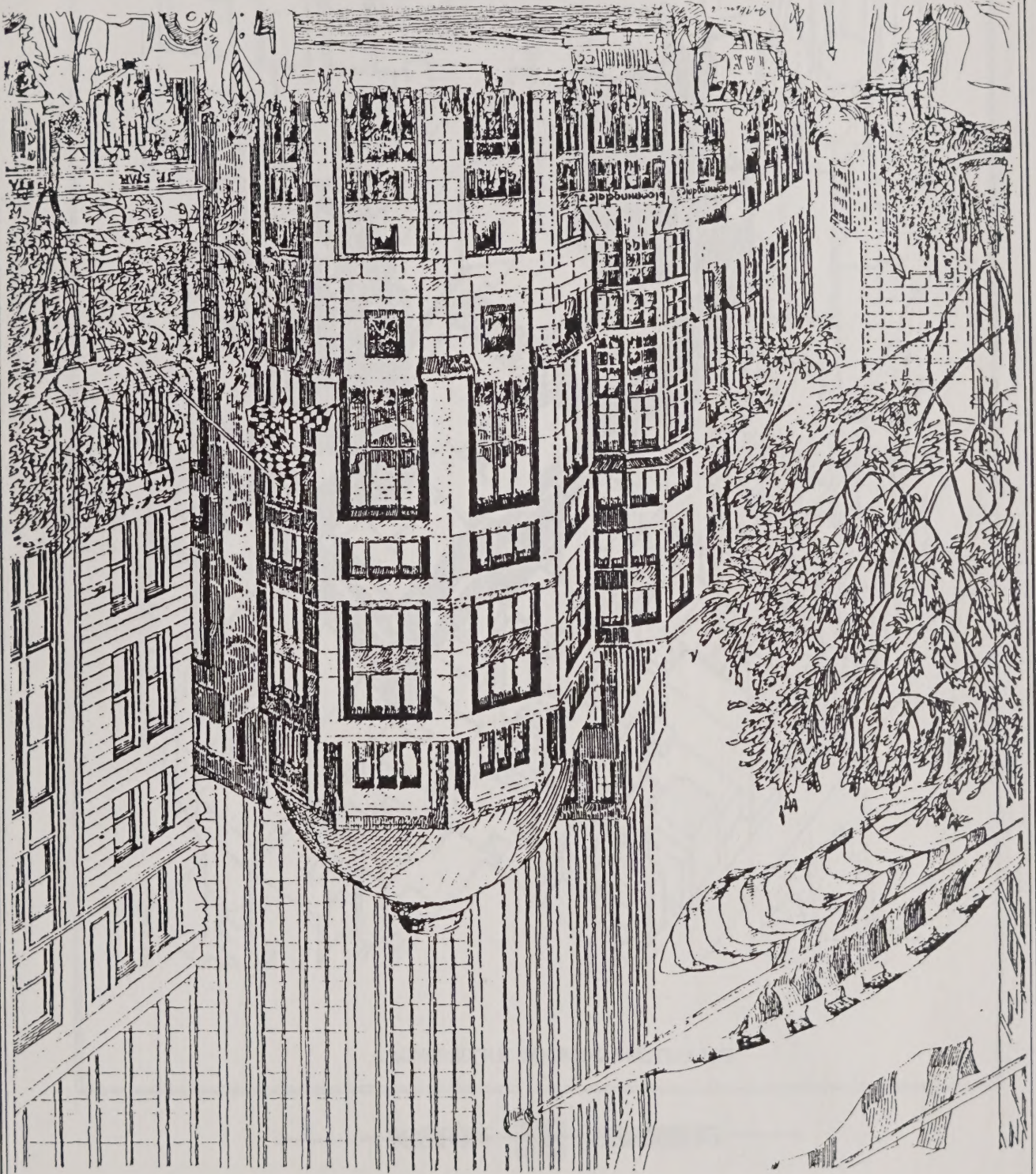
BOSTON CROSSING

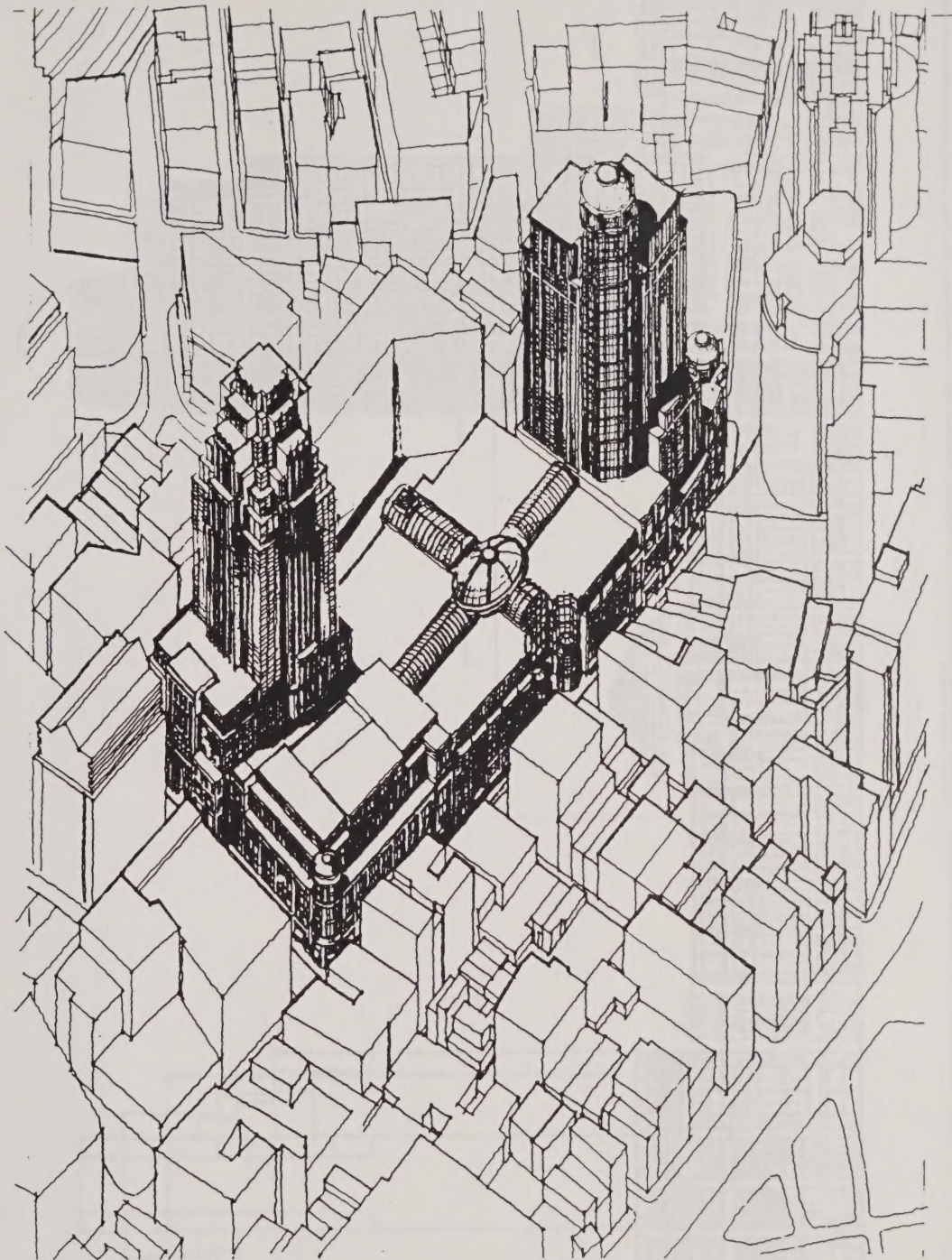
JORDAN MARSH-LOOKING SOUTH ON WASHINGTON STREET



BOSTON CROSSING

BLOOMINGDALE'S-LOOKING NORTH ON WASHINGTON STREET





AXONOMETRIC LOOKING SOUTHEAST

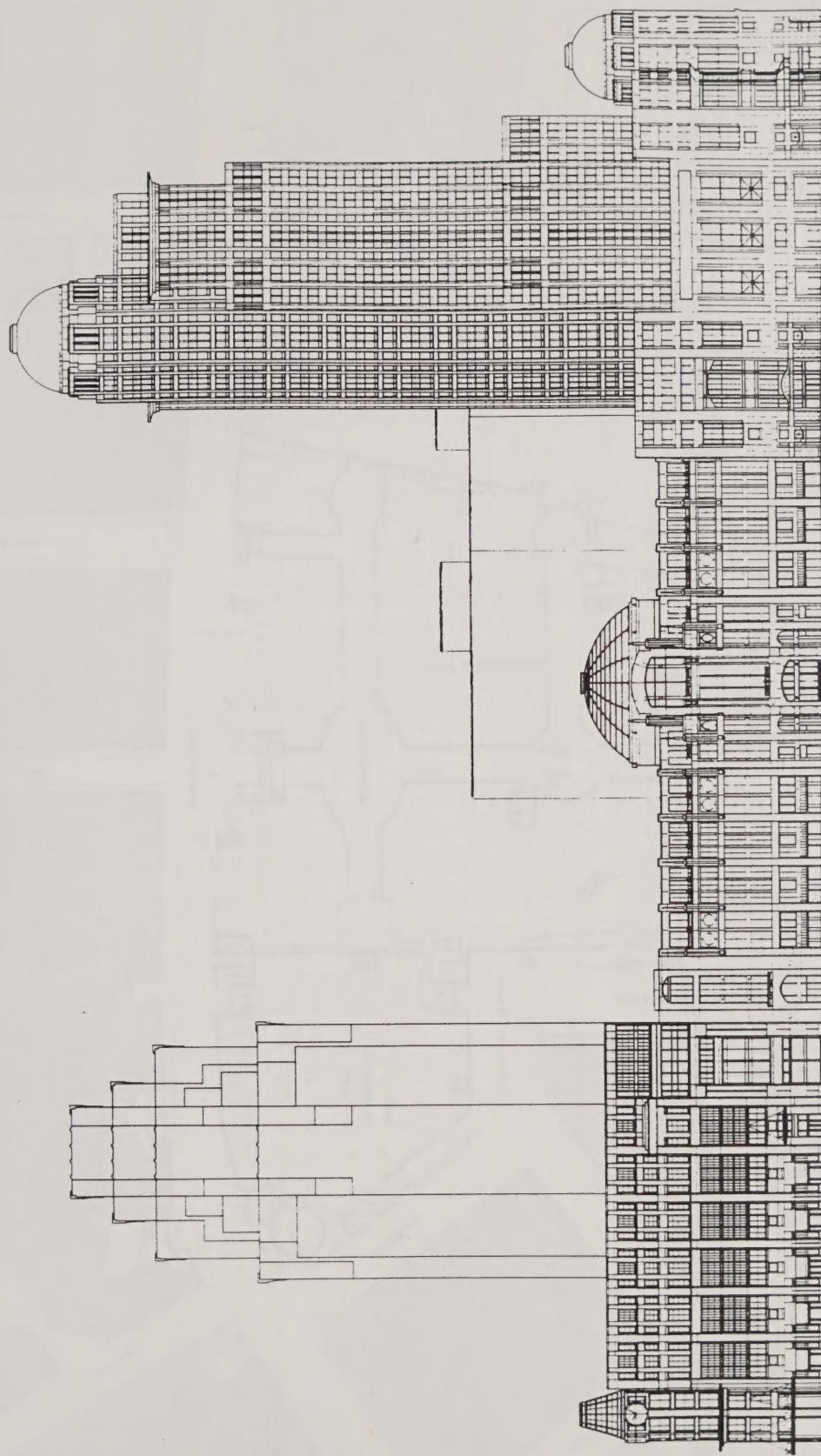
— BOSTON  CROSSING —

CAMPBELL MARK & FILMETTE, INC.



BRIDMORE, OWENS & MERRILL
RTKL ASSOCIATES, INC.

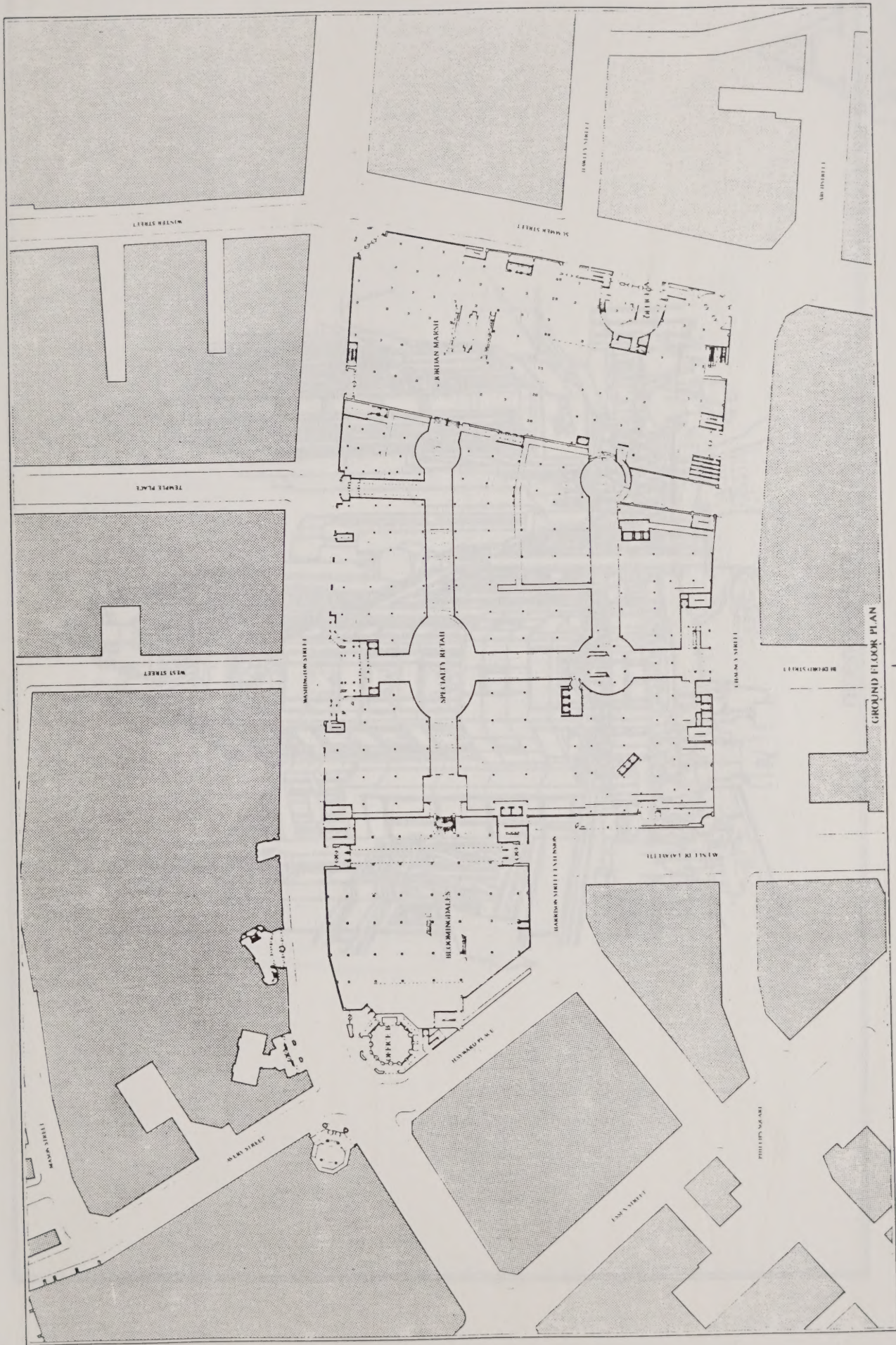
18 MAY 87



WASHINGTON STREET ELEVATION

BOSTON CROSSING

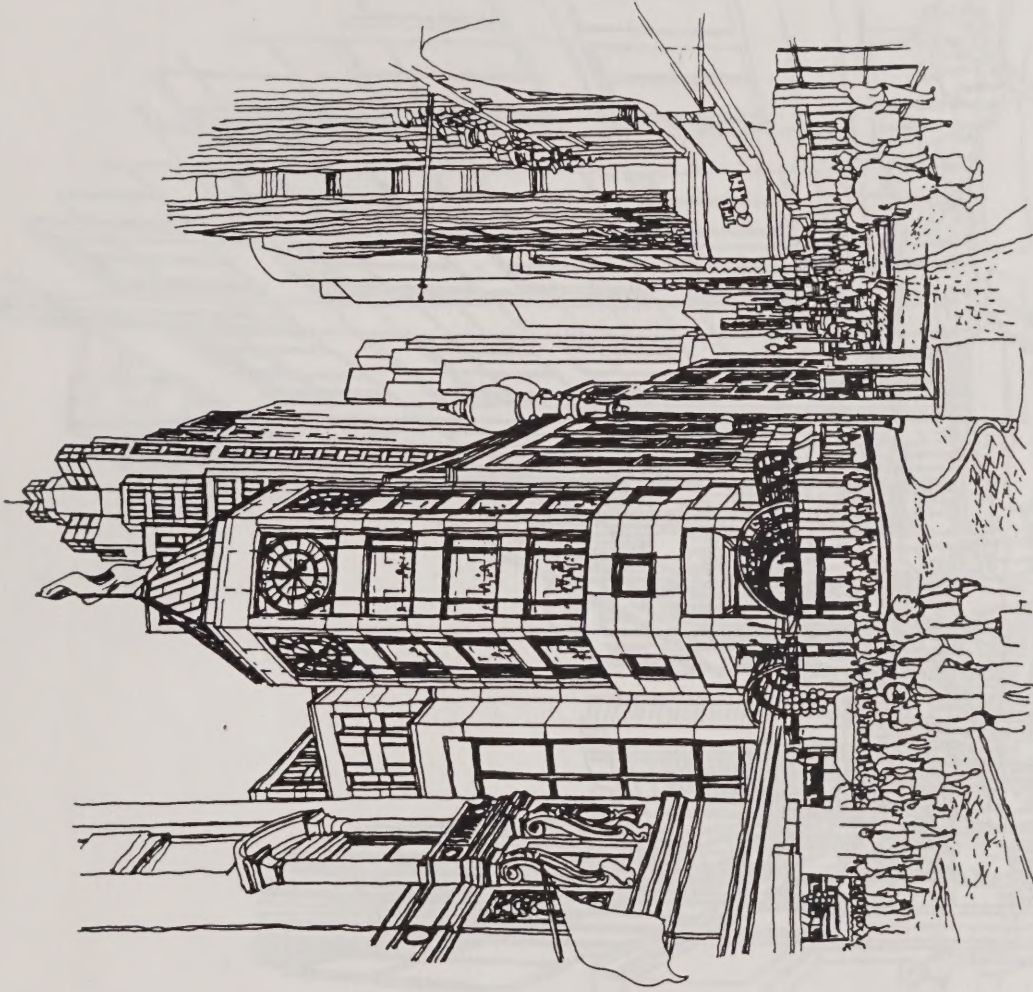
ARCHITECT: BOSTON CROSSING, INC. 1000 WASHINGTON STREET, BOSTON, MA 02108



GROUND FLOOR PLAN

BOSTON CROSSING

CAMPUS MANAGEMENT SYSTEMS, INC. SALES & SERVICE DIVISION



PEDESTRIAN VIEW

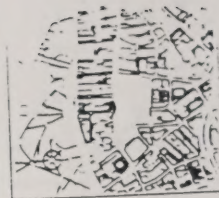
A



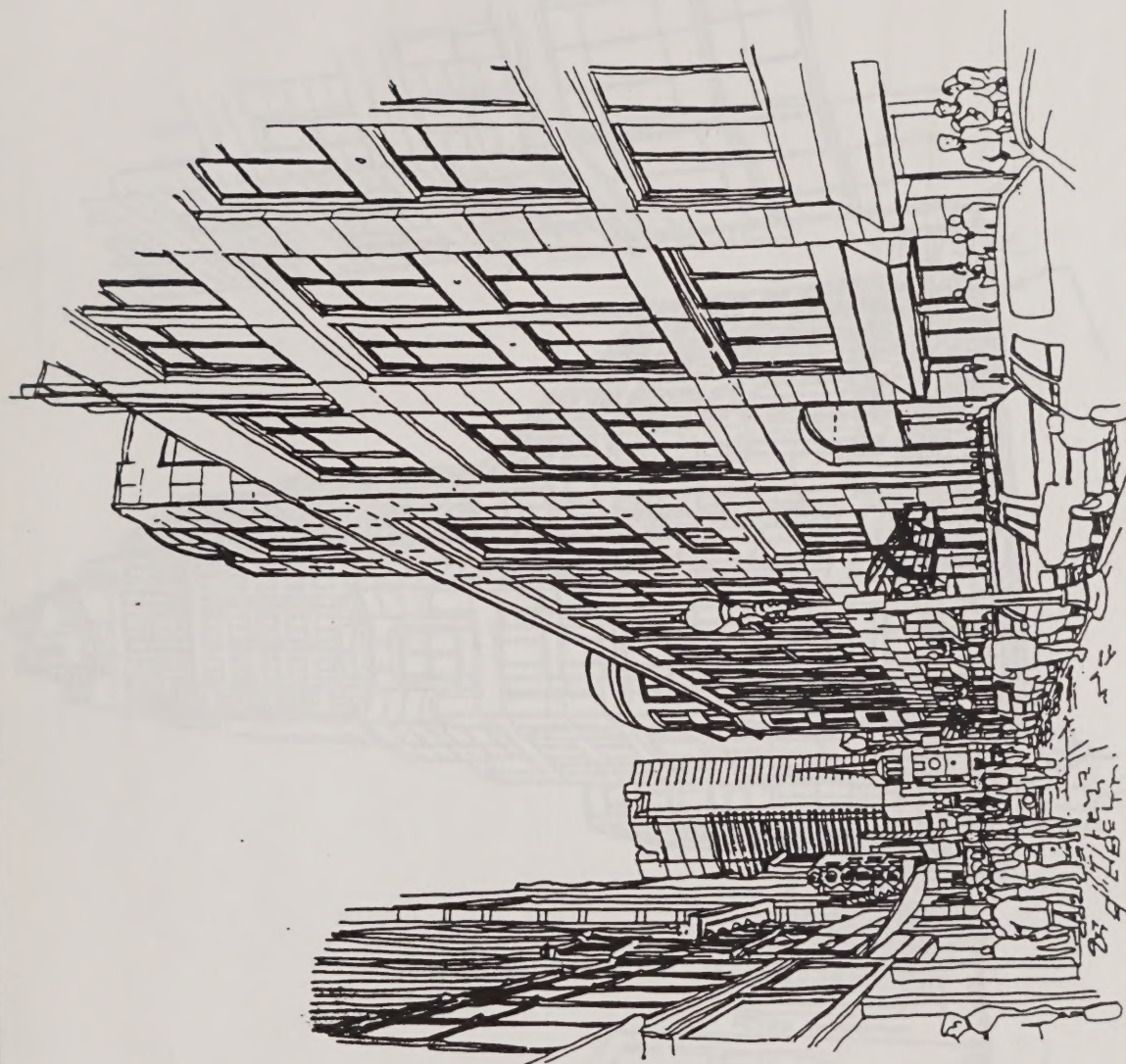
CAMPBELL MARRASCHIELLO INC.

1 MAY, 1990

BRIDGEMAN, O'NEILL & MERRILL
REAL ESTATE ASSOCIATES, INC.



B



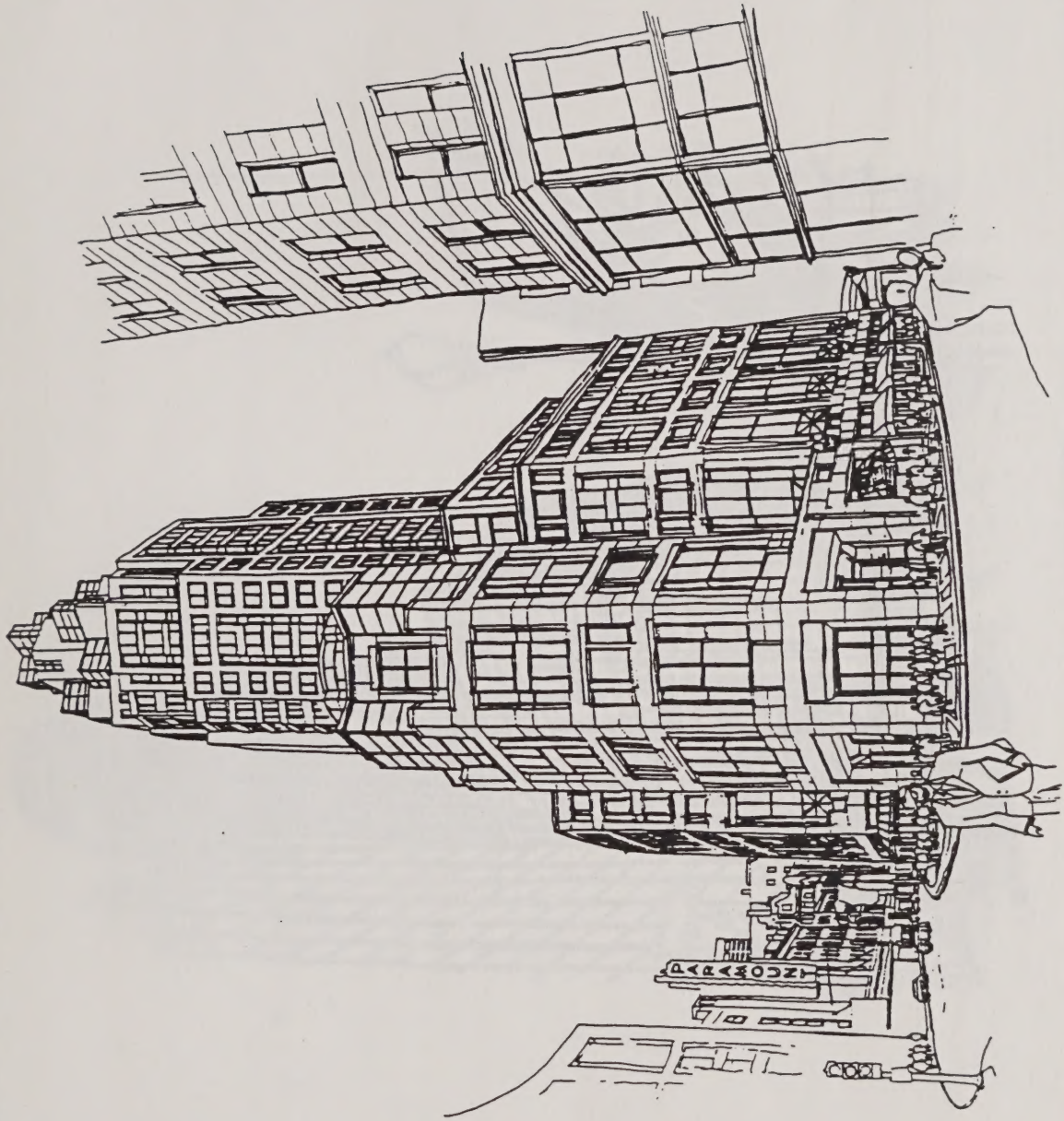
PEDESTRIAN VIEW

BOSTON  CROSSING

REINHOLD, FRANKS & WHEELER



CAMPBELL HARRINGTON WATSON INC.



PEDESTRIAN VIEW

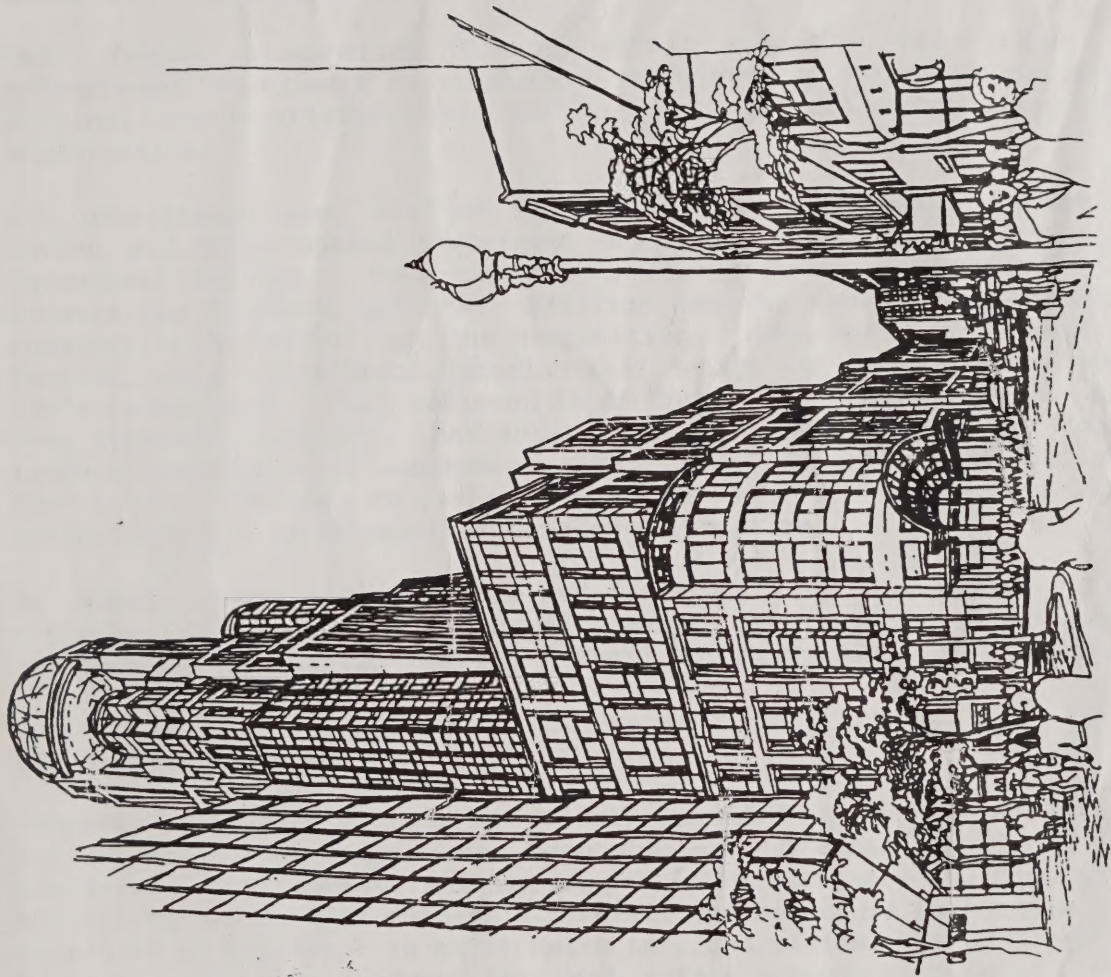
BOSTON  CROSSING

CAMPBELL MARSHALL & MERRILL

ARCHITECTS

1928





PEDESTRIAN VIEW

BOSTON  CROSSING

CAMPBELL MANAGEMENT, INC. 100 N. 10TH ST. SUITE 1000 BOSTON, MA 02111
 BOSTON CROSSING, INC. 100 N. 10TH ST. SUITE 1000 BOSTON, MA 02111

D



CAMPEAU CORPORATION

Campeau Corporation is, in many senses, a family business. The company's family of properties includes some of the most distinctive and well-recognized real estate developments, department stores and supermarkets in North America. Its long-term success is rooted in an owner-management style that characterized the founding families of the continent's great businesses - a style that yields an operating finesse, flexibility and determination seldom found in today's corporate world.

This family orientation breeds within Campeau Corporation today an entrepreneurial climate of commitment, imagination, foresight and energy - the original characteristics that built the businesses culminating in today's organization.

Six generations ago, skilled merchants named Bloomingdale, Lazarus, Rich, Jordan and Marsh opened storefront dry goods emporiums in their home towns throughout America. They and others like them survived, thrived and grew because the founders and their families had the courage and vision to serve consumer needs better than the competition. These merchants - much as Robert Campeau, who built a major Canadian real estate and development concern - were hands-on managers. They followed their instincts. They built for the future. They overcame adversity. And their stores became institutions. Now in their seventh generation of management, these great department stores, along with the Ralphs Grocery Co., have returned to owner-management within the entrepreneurial environment of Campeau Corporation.

As Campeau retail entities grow and integrate with the company's real estate ventures, Campeau Corporation will become increasingly recognized for the entrepreneurship that is blazing a trail for North American commerce into the 21st century.

The Real Estate Group

Campeau Corporation's roots are firmly embedded in the real estate business. For 40 years, the company has been shaping and enhancing the skylines of a continent. The Campeau real estate portfolio currently includes more than 14 million square feet of commercial, retail and mixed-use properties - valued in excess of \$2 billion - in major North American cities. In most cases, Campeau develops, owns and manages its real estate assets. Each of its projects reflects Campeau's commitment to developing properties of enduring quality and design that will continue to satisfy and exceed the demands of North American businesses into the future. Each project is developed with a special sensitivity to the spirit and style of the individual location.

Campeau Corporation embraces the philosophy of developing and holding properties for the long term, while anticipating and responding to the demands of the commercial real estate market by constantly upgrading building infrastructures, systems, design and amenities.

Campeau's status as a major retailer fosters a synergy between real estate and retail. Commitments by Campeau department stores as potential anchor tenants in strategically located new shopping center developments permit the company to pursue additional opportunities in the North American retail real estate market, including those in joint venture with established U.S. developers who control some of the best possible sites.

The Retail Group

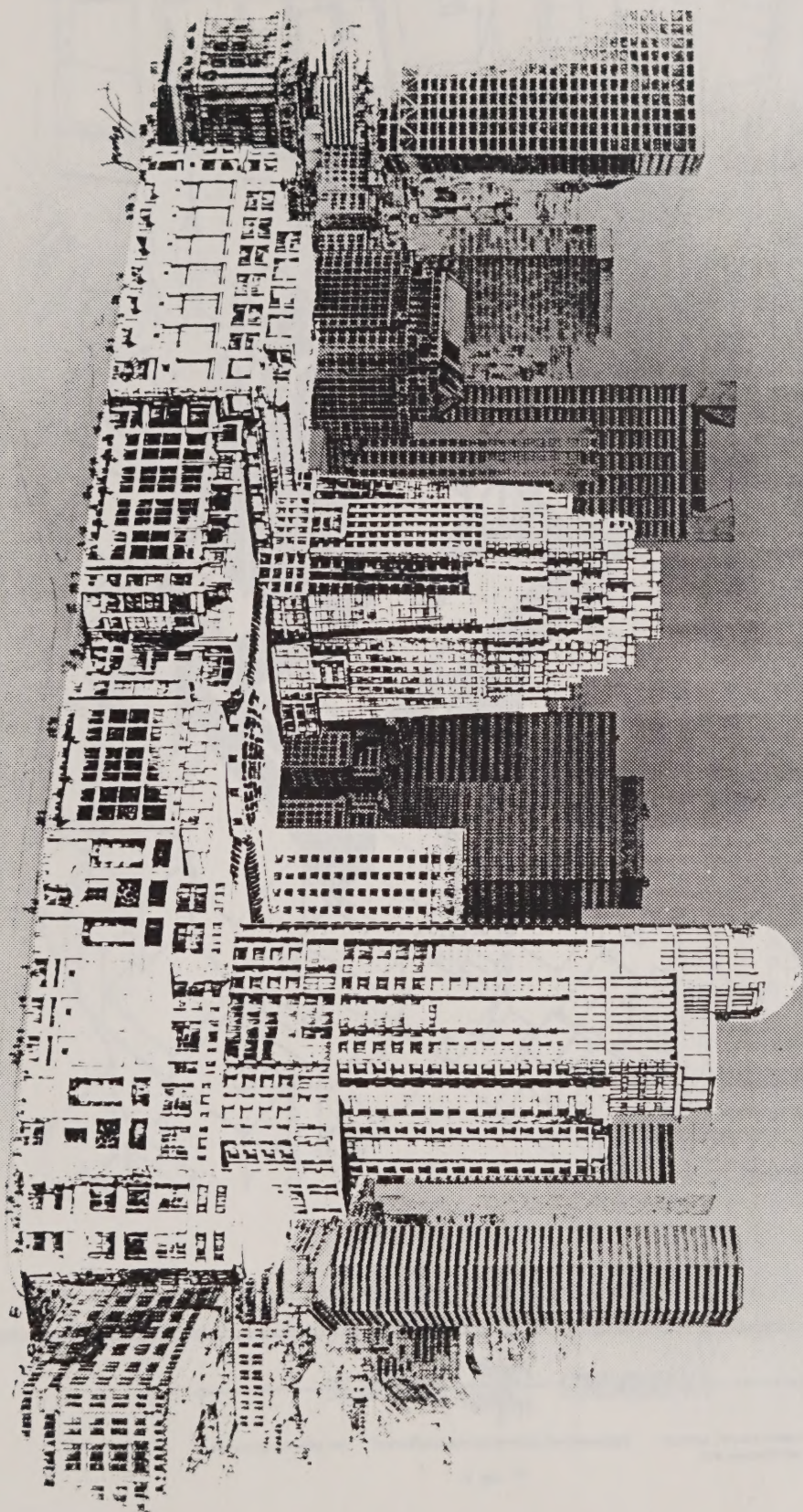
Campeau's Retail Group encompasses Federated Department Stores, Inc. and Allied Stores Corporation and their nine department store organizations. It also includes Ralphs Grocery Co., one of the most successful supermarket companies in the United States. Together, they consist of nearly 400 stores in many of the choice retail locations in 28 states and represent about 55 million gross square feet of space.

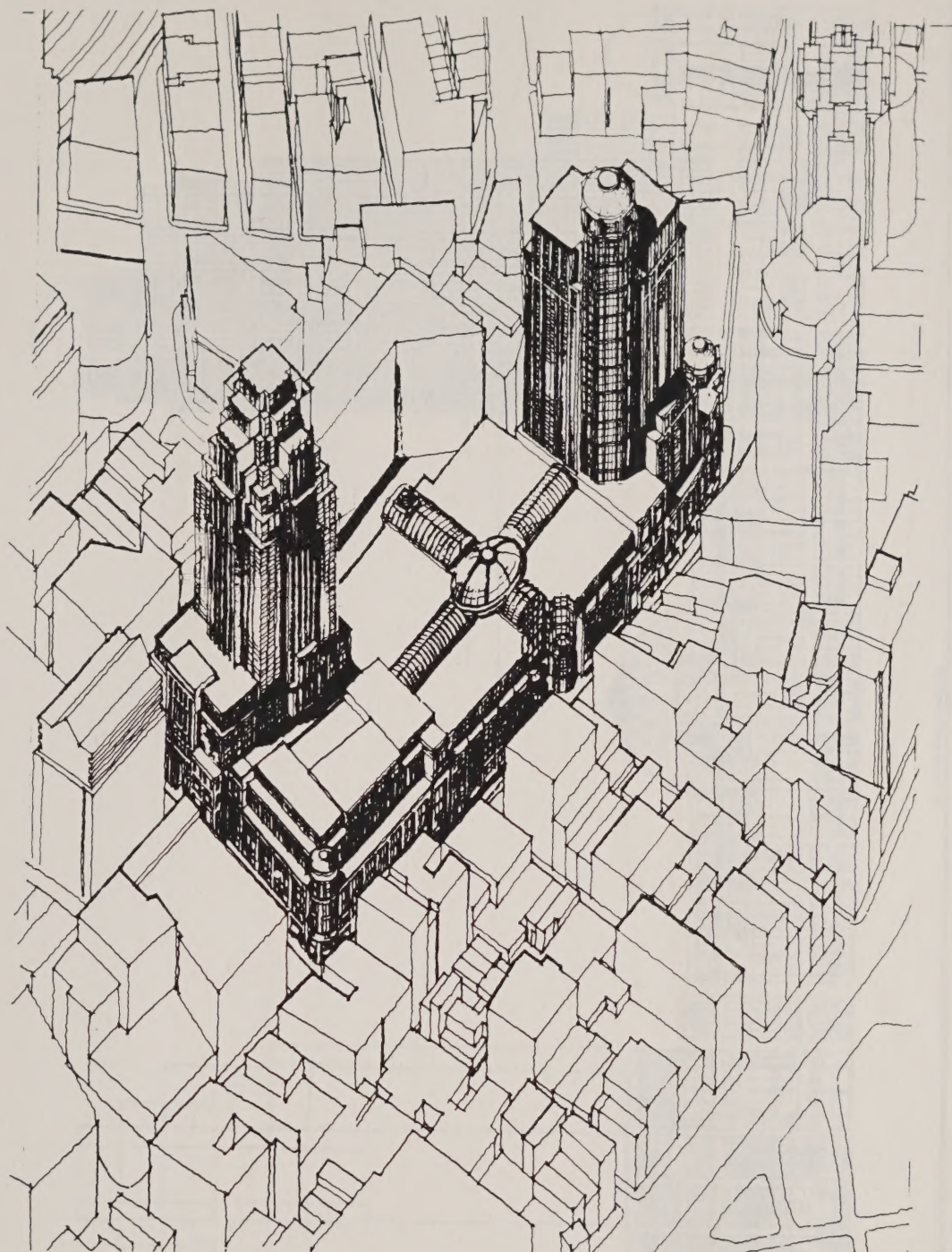
Stretching from Seattle to the tip of south Florida, Campeau's retail businesses are among the continent's most valued consumer franchises. Though each store is unique in size and "personality," all are alike in their commitment to quality and their ability to meet customer needs in each marketplace. All ten retail companies began as family enterprises, and each traces its roots into the last century. Six of the retail operations, including Ralphs Grocery Company, joined the Campeau family in the acquisition of Federated. The remaining four store groups were acquired as part of Allied.

Under Campeau ownership, the rekindled entrepreneurial spirit allows these retailers to pursue new and innovative marketing strategies necessary to maintain an advantage in today's dynamic and competitive marketplace.

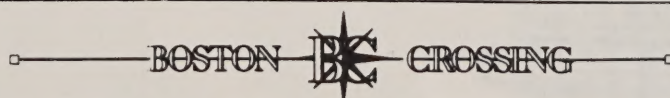
Campeau Corporation's Federated and Allied retail group includes:

- **Bloomingdale's**, based in Manhattan, with 17 department stores in 10 states.
- **A&S**, based in Brooklyn, with 14 department stores in New York and New Jersey.
- **Stern's**, based in Paramus, N.J., with 24 department stores in New York and New Jersey.
- **Jordan Marsh**, based in Boston, with 26 department stores throughout New England.
- **Burdines**, based in Miami, with 30 department stores in Florida.
- **Maas**, based in Tampa, with 38 Maas Brothers and Jordan Marsh department stores in Florida, Georgia and South Carolina.
- **Rich's**, based in Atlanta, with 26 Rich's and Goldsmith's department stores in the southeastern U.S.
- **Lazarus**, based in Cincinnati, with 44 department stores throughout the midwestern U.S.
- **The Bon Marché**, based in Seattle, with 39 department stores in the Pacific Northwest.
- **Ralphs**, based in Los Angeles, with 137 supermarkets in southern California.

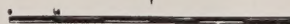




AXONOMETRIC LOOKING SOUTHEAST

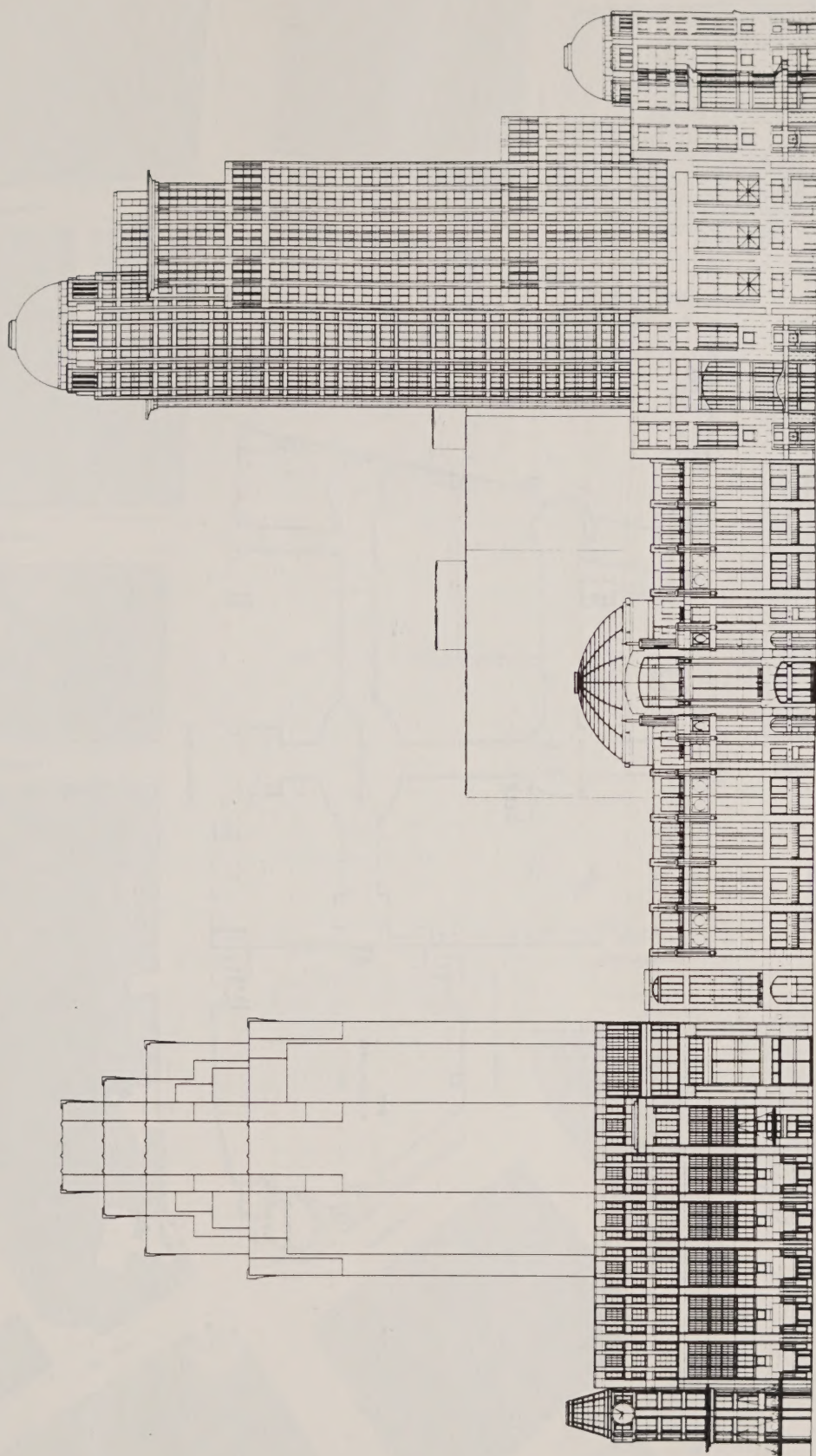


C. MERRILL MARK V. HILMERT, INC.



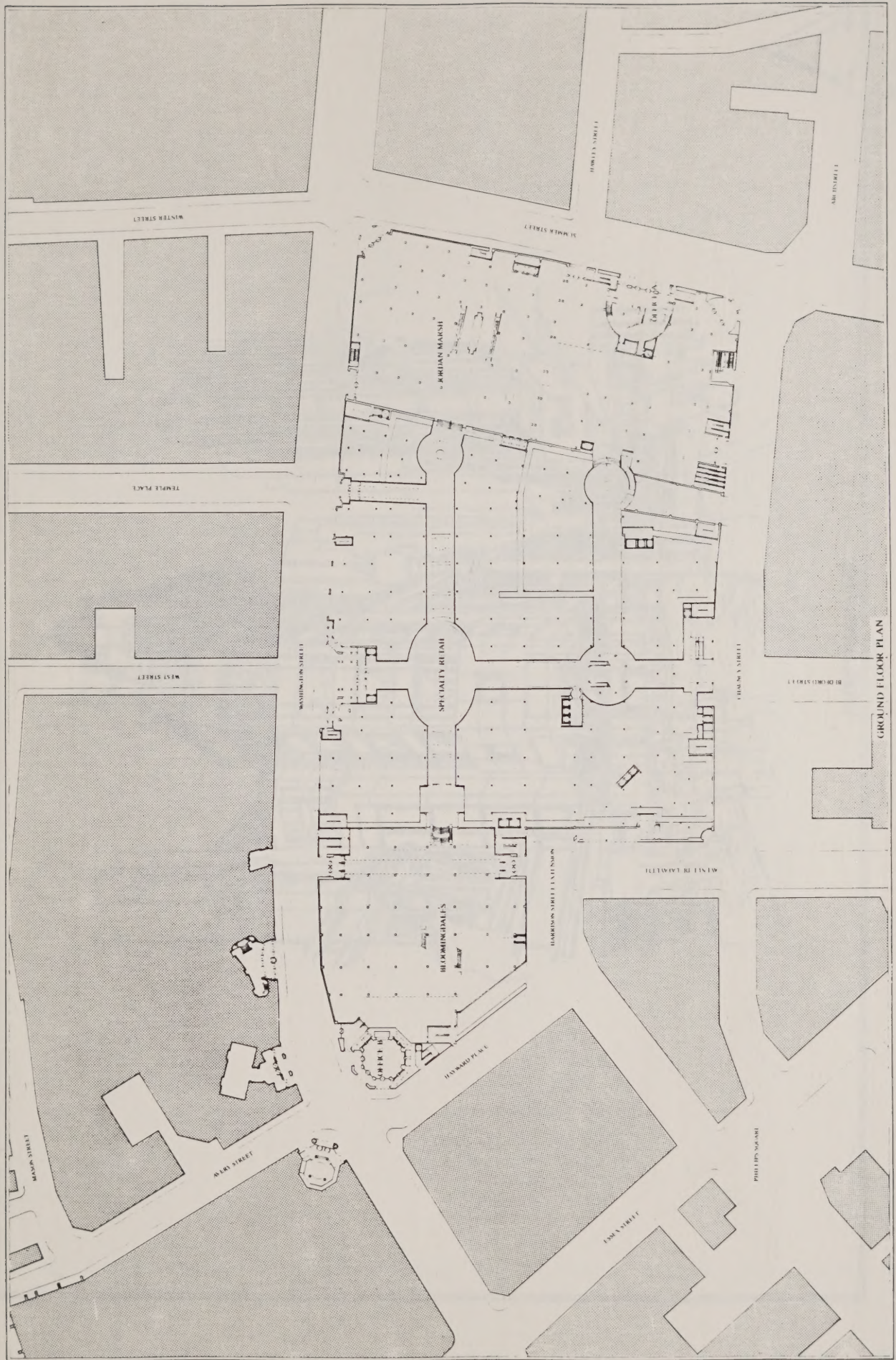
BEDFORD, OWINGS & MERRILL
KYLE ASSOCIATES, INC.

18 MAY 87



WASHINGTON STREET ELEVATION

BOSTON POST OFFICE
 ARCHITECT: BOSTON POST OFFICE
 1911



GROUND FLOOR PLAN



CAMPBELL MANUFACTURING CO., INC.
SALOON & CIGARETTE MACHINES
NEW YORK, N.Y.



PEDESTRIAN VIEW

A

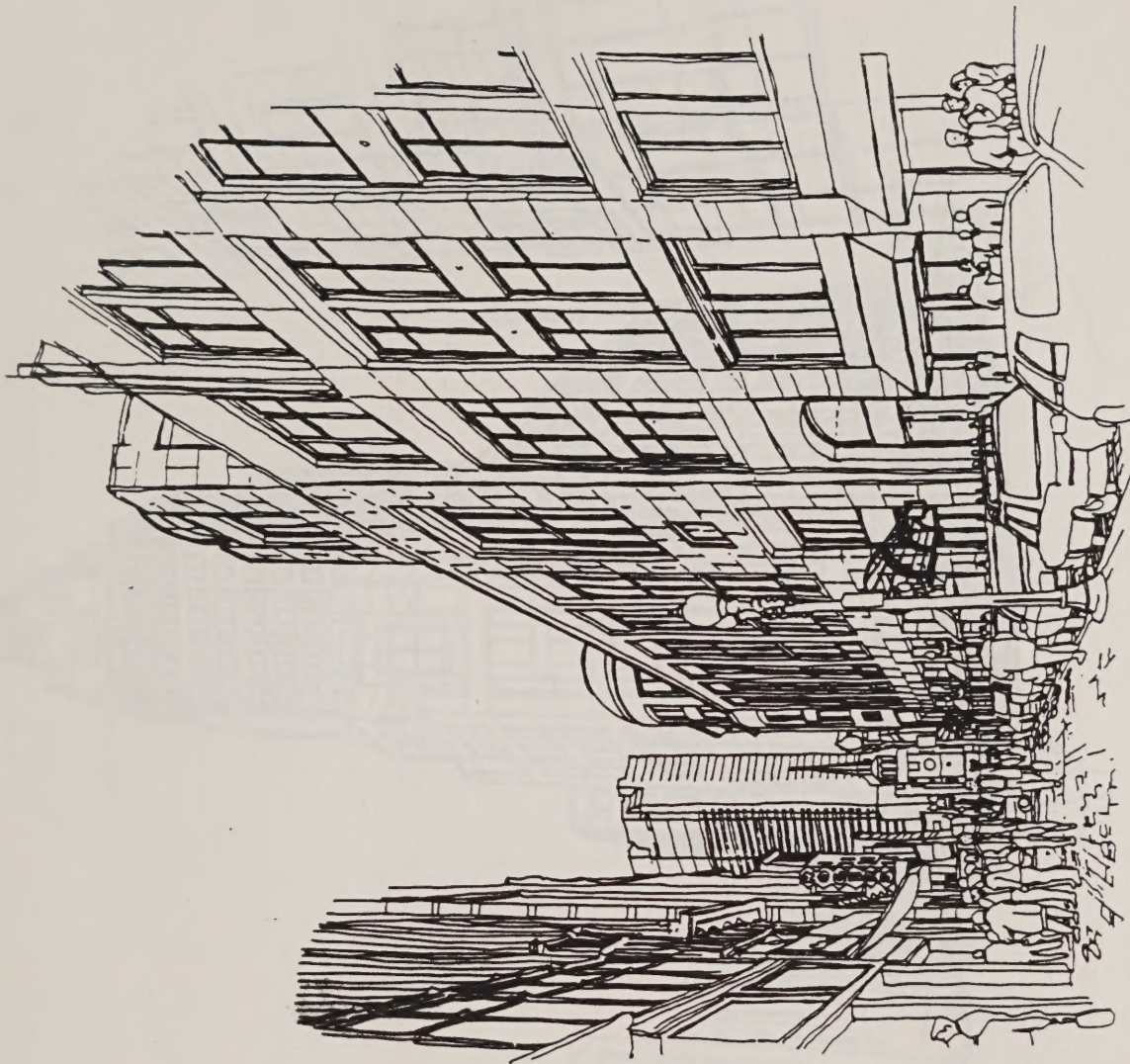
— BOSTON —  — CROSSING —

CAMPBELL MARSHALL BERTS, INC.

1 MAY 1980

BRIDGEMAN, OWING & HERRILL
RETEL ASSOCIATES, INC.





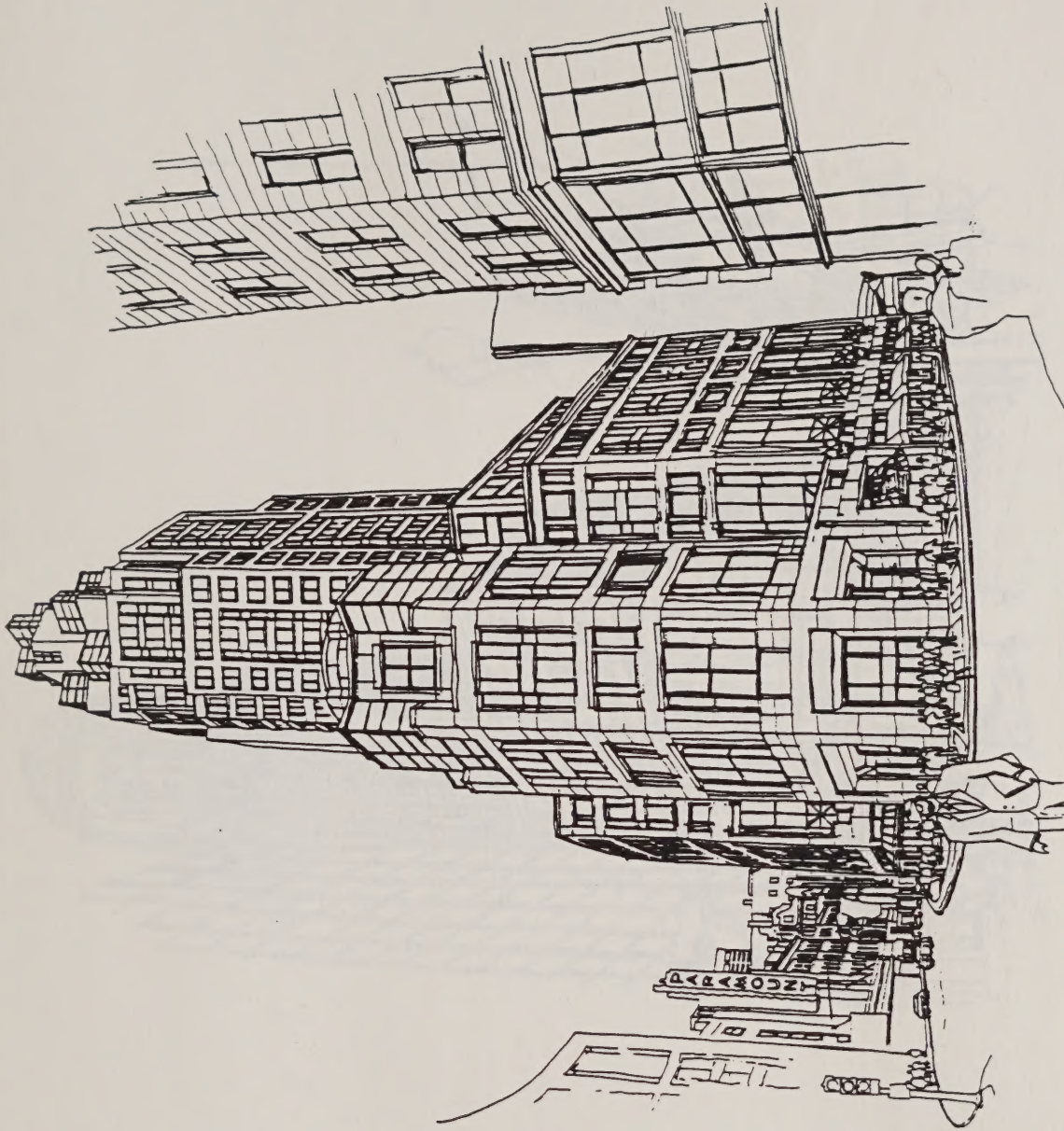
PEDESTRIAN VIEW

B

BOSTON CROSSING

CAMPBELL HARRISON JENNETT, INC. BOSTON, MASS. ENGINEERS & ARCHITECTS. RETAIL AND WHOLESALE. 1924-1925





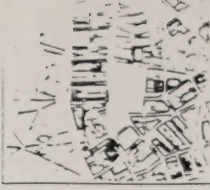
PEDESTRIAN VIEW

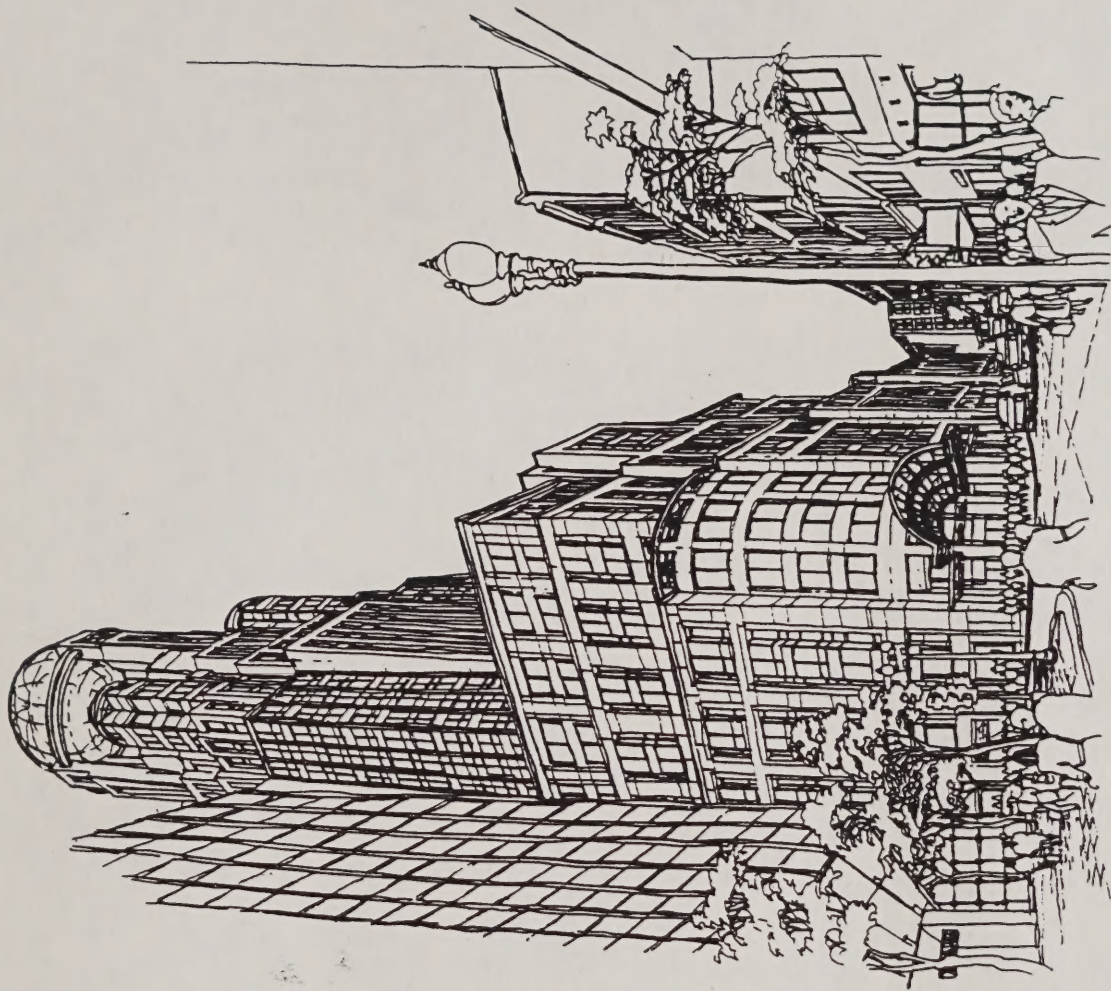


CAMPBELL HANCOCK STREET, INC.

1 mile

REIMANN, ORTNER & HERRLICH
ARCHITECTS, INC.





PEDESTRIAN VIEW

D

— BOSTON —  — CROSSING —

CAMPBELL MANUFACTURING, INC.

REPUTABLE CONTRACT & INSTALL
RITEL MANUFACTURING, INC.

1 inch = 100'

